



## NOTICE

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the members of Pratibha Syntex Limited will be held on Monday, 30<sup>th</sup> September, 2024 at 12 Noon at the Corporate Office of the Company situated at 701 (A&B) NRK Business Park, Block No.B1, PU-4 (Commercial), Scheme No.54, Vijay Nagar Square, Indore - 452010, M.P. to transact the following businesses:

### Ordinary Business: -

#### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

#### 2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiary for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

#### 3. Appointment of Mr. Shreyaskar Chaudhary (DIN 00059059) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Shreyaskar Chaudhary (DIN 00059059) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

### Special Business: -

#### 4. Ratification of Cost Auditor's Remuneration FY 2024-25

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to ratify the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. K.G. Goyal & Co. Cost Management Accountants (Firm Registration No. 00017/07/2008), who are re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

#### 5. To consider and approve the related party transactions for the financial year 2024-25:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties for the financial year 2024-25 to the maximum amounts per annum as provided in the table provided in and forming part of the Explanatory statement."



**“RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

**6. To give loan or guarantee or providing security in connection with credit facilities availed by M/s Pratibha Swaraj Private Limited, in whom director of the Company is interested under section 185 of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any credit facility availed/to be availed by M/s Pratibha Swaraj Private Limited ('PSPL'), in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate Rs. 200 Crores (Rupees Two Hundred Crores only) at any time, provided that such loan to be utilized by PSPL for their respective principal business activities only and such other details as mentioned in the explanatory statement.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**7. To make investments / extend loans and give guarantees or provide securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 200 Crores (Rupees Two Hundred Crores only) over and above the limit prescribed u/s 186 of the Companies Act, 2013.”



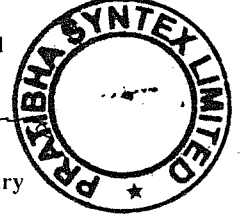
**“RESOLVED FURTHER THAT,** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:  
301, Acme Plaza,  
Andheri Kurla Road,  
Opp. Sangam Cinema,  
Andheri (East), Mumbai- 400059  
Date: 21.08.2024

By Order of the Board

*Shreyaskar Chaudhary*

Shreyaskar Chaudhary  
Managing Director  
DIN: 00059059





**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE INSTRUMENT APPOINTING PROXY, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10 A.M. and 12 Noon on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the Annual General Meeting.
6. In terms of the provisions of Section 152 of the Act, Mr. Shreyaskar Chaudhary, holding DIN: 00059059, retires by rotation at the meeting. Human Resources, Nomination and Remuneration Committee and the Board of the Company commend his re-appointment.
7. Details of Directors retiring by rotation/seeking appointment/reappointment at the ensuing Meeting are provided in the "Annexure" to the Notice.
8. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.



## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No. 4:**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year 2024-25 at a remuneration of Rs. 65,000/- plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the cost Auditors for the financial year ending March 31, 2025 by passing an Ordinary Resolution as set out at Item No. '4' of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board Commends the Ordinary Resolution set out at Item No. 4 of the Notice for ratification by the Members.

### **Item No. 5:**

In light of provisions of Section 188(1) of the Companies Act, 2013 and rules made thereunder, the Audit committee and Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2024-25.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

(a) Name of related party and nature of their relationship	(b) Nature and duration of the transaction	Maximum Expected Value of the transactions per annum (Amount Rupees in Lakhs)
Mrs. Perna Chaudhary, spouse of Mr. Shreyaskar Chaudhary, Managing Director and daughter-in-law of Mr. S.K. Chaudhary, Chairman of the Company	Appointment to any office or place of profit in the Company, Ongoing	60.00
Mr. Shreyaskar Chaudhary, Managing Director of the Company	Appointment to any office or place of profit in the subsidiary company Pratibha Swaraj Private Limited, Ongoing	120.00
Vasudha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Sale, purchase, or supply of any goods or material, Ongoing	20,000.00
Pratibha Swaraj Private Limited, an entity controlled by Mr. S.K. Chaudhary, Chairman and Mr. Shreyaskar Chaudhary, Managing Director	Sale, purchase, or supply of any goods or material, Ongoing	20,000.00

(c) Any advance paid or received for the contract or arrangement, if any. Nil

(d) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company.



(e) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.

(f) Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party. A copy of the draft agreement with said related parties setting out the terms and conditions is/are available for inspection without any fee to members at the Company's registered office during the normal business hours on working days up to the date of the AGM and will be placed on the website of the company.

Your Directors recommend the resolution for your approval.

Except Mr. Shiv Kumar Chaudhary, Mr. Shreyaskar Chaudhary, Mrs. Sushma Chaudhary and Mrs. Purna Chaudhary, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

#### **Item No. 6:**

The Company may have to render support for the principal business requirements of its group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the 'Entities'), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan / Guarantee / providing any security to such Entities.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Companies for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members of the Company by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 for advancing loan(s) or providing guarantee or securities in connection with any credit facility availed/to be availed by M/s Pratibha Swaraj Private Limited ('PSPL'), in whom the Director(s) of the Company, either directly or indirectly, are interested, for the purpose of their principal business activities and other matters connected and incidental thereon.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entity.

Mr. Shiv Kumar Chaudhary (DIN: 00071955), Chairman and Director and Mr. Shreyaskar Chaudhary (DIN: 00059059), Managing Director of the Company and their relatives to the extent of their shareholding interest, are deemed to be interested or concerned in the said resolution.

None of the other Directors except mentioned above or key managerial personnel or their relatives, in anyway, concerned or interested, financially or otherwise, in the said resolution. The Board of Directors of the Company recommends the said resolution for approval of the Members as a Special Resolution.

#### **Item No. 7:**

Approval of Members for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act, 2013.

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of



subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition OR any investment as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

None of the Directors or their relatives is concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding, if any.

Registered Office:  
301, Acme Plaza,  
Andheri Kurla Road,  
Opp. Sangam Cinema,  
Andheri (East), Mumbai- 400059  
Date: 21.08.2024

By Order of the Board

Shreyaskar Chaudhary  
Managing Director  
DIN: 00059059

