

# PRABHHANS INDUSTRIES LIMITED

CIN L70200TG1993PLC016389

Regd. Office: Plot No.270E/ A, MCH No.985, Road No.10, Jubilee Hills,  
Hyderabad, Telangana-500033

Corp Office: House No. 248, Karta Ram Gali, Ghass Mandi, Chaura Bazar, Ludhiana, 141008

Phone No. +91-40-23544558, Fax: +91-40-23544558

Email: [seagoldacqa@gmail.com](mailto:seagoldacqa@gmail.com), Website: [www.seagoldaqua.com](http://www.seagoldaqua.com)

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## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]*

To,

The Members of **Prabhans Industries Limited**

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and relaxations and circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars"), any circular issued by the Securities and Exchange Board of India ("SEBI") and other applicable laws and regulations, if any, for seeking approval of shareholders of **Prabhans Industries Limited** (the "Company"), the resolution(s) appended below through postal ballot by remote e-voting process ("E-voting").

As permitted under the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Business before **5:00 P.M. on Wednesday, 13<sup>th</sup> March, 2024**. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. Vivek Rawal, Partner of M/s Vikas Verma & Associates Practicing Company Secretaries, having office at New Delhi, having Membership Number-A43231, to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to enable the Members to cast their votes electronically.

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Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website [www.prabhansindltd.in](http://www.prabhansindltd.in) and on the website of CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to the stock exchange where the equity shares of the Company is listed.

The Resolutions, if approved, will be taken as passed effectively on the last date of e-voting ballot papers i.e. Wednesday, March 13, 2024.

## **SPECIAL BUSIENSS:**

**ITEM: 1. APPROVAL FOR SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE (FROM STATE OF TELANGANA TO STATE OF PUNJAB) AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the members of the Company in the ensuing extraordinary general Meeting and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Board of the Company be and is hereby accorded for shifting of Registered Office of the Company from the **State of Telangana** to the **State of Punjab.**”

**“RESOLVED FURTHER THAT** the Existing Clause II of the Memorandum of Association of the Company be substituted by the following new clause:

*“The Registered office of the Company will be situated in the State of Punjab.”*

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally and/ or jointly authorized to agree and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, and to appoint counsel and advisors, file applications/ petitions, issue notices, advertisements, obtain orders from the concerned authorities for seeking confirmation for the proposed alteration of the situation clause of the Memorandum of Association and to do all such acts, deeds, things etc., as may be necessary and incidental to give effect to this resolution.”

**ITEM: 2. SUB-DIVISION/SPLIT OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RS. 1/-PER SHARE OF THE COMPANY.**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provision of Section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for subdivision

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of equity shares of the Company from face value of Rs.10/- (Rupees Ten Only) each into face value of Rs. 01/- (Rupee One Only) each.”

“**RESOLVED FURTHER THAT** pursuant to the split/sub-division of equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company shall stand sub-divided into equity shares of face value of Re. 01/- (Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

Particulars	Pre-Split/Sub-division		Post-Split/Sub-division	
	Shares	Face Value (RS.)	Shares	Face Value (RS.)
<b>Authorised Share Capital</b>				
Equity	65,00,000	10	6,50,00,000	1
<b>Issued, Subscribed and Paid-up Share Capital</b>				
Equity	62,48,240	10	6,24,82,400	1

“**RESOLVED FURTHER THAT** upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled and the Board be and is hereby authorized to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to subdivided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares of the face value of Re. 01/- (Rupee One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the subdivided equity shares of nominal value of Re. 1/- (Rupee One only) each shall be credited to the respective beneficiary account of the Members and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.”

“**REOLVED FURTHER THAT** any of the Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

**By Order of the Board  
For Prabhans Industries Limited**

**Sd/-  
Amit Kumar Sodhani  
Company Secretary & Compliance Officer  
Membership No.: A43711**

**Date: 08/02/2024  
Place: Hyderabad**

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## NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) Postal Ballot Notice is being sent to all the members/Beneficiaries, whose names appear as on 09<sup>th</sup> February, 2024, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cutoff date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories and to other shareholders by Registered Post/ Courier. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.
- 3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 4) The Notice is available on the Company's website [www.https:// www.prabhansindltd.in](http://www.https://www.prabhansindltd.in) /and the websites of the Stock Exchange viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com). and on the website of the CDSL.
- 5) The Company has appointed Mr. Vivek Rawal Partner of M/s. Vikas Verma & Associates, Practicing Company Secretaries as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of Postal Ballot process. The results of the Postal Ballot will be announced on or before **Friday, 15<sup>th</sup> March, 2024** and will be displayed on the website of the Company at [http:// www.prabhansindltd.in](http://www.prabhansindltd.in) / and intimated to Stock Exchanges and shall also be intimated to CDSL and M/s. Venture Capital and Corporate Investments Private Limited (RTA).
- 6) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Friday, 09<sup>th</sup> February, 2024**. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., 09<sup>th</sup> February, 2024) only shall be entitled to avail the facility of E-voting.
- 7) Voting rights in e-voting cannot be exercised by a proxy. However, corporate, and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
- 8) The E-voting period begins at 09:00 a.m. IST on **Tuesday, February 13, 2024** and ends at 5.00 p.m. (IST) on **Wednesday, March 13, 2024**. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, February 09, 2024** may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.

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- 9) The last date for the E-voting i.e., **Wednesday, March 13, 2024** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at [http:// www.prabhansindltd.in](http://www.prabhansindltd.in) / until the last date for the E-voting.
- 10) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote e-voting”). The instructions for electronic voting are annexed to this Notice.
- 11) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad.
- 12) Instructions for remote e-voting are as below:
- Remote e-voting period shall commence at 09:00 a.m. IST on **Tuesday, February 13, 2024** and ends at 5.00 p.m. (IST) on **Wednesday, March 13, 2024** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, February 09, 2024** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
  - In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the</li></ol>

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	<p>system of all e-Voting Service Providers i.e. CDSL/NSDL/VENTURE CAPITAL, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein

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they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;



# PRABHHANS INDUSTRIES LIMITED

CIN L70200TG1993PLC016389

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moongipacs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [www.prabhansindltd.in](http://www.prabhansindltd.in) and/or RTA email at [pvsrinivas@vccipl.com](mailto:pvsrinivas@vccipl.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

All future communications to you would continue to be sent in electronic mode to this e-mail address. Members holding shares in electronic form may please inform any change in their e-mail address to their Depository Participant and Members holding shares in physical mode may inform by writing to the Registrar & Transfer Agent of the Company.

**By Order of the Board  
For Prabhans Industries Limited**

Sd/-  
**Amit Kumar Sodhani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A43711**

**Date: 08/02/2024**  
**Place: Hyderabad**

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1:

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of the company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office from State of Telangana to State of Punjab. The proposed location is outside the local limits of states where the registered office of the Company is situated and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be shifted to Punjab.

The Documents related to this item shall be open for inspection at the registered office of the Company during working hours.

None of the Directors or key managerial personnel of the company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Directors recommend the approval as the special resolution.

### ITEM NO. 2:

In order to improve the liquidity of Companies Share and to make more affordable for small investors and also to broad base of small investors, the Board of directors of the Company in there meeting held on February 08th, 2024 (Thursday) has recommended to sub-divided (split) Company's 01(One) Equity share of face value of Rs. 10/- (rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 01/- (Rupees One Only) each subject to the approval of members.

The Record date for the aforesaid sub-division of the equity shares shall be fixed by the Board of Directors.

Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 01/- each, fully paid up, will be dispatched to the shareholders, in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution.

The Board recommends that the resolution set out at item no. 2 be passed as an Ordinary Resolution.

**By Order of the Board  
For Prabhans Industries Limited**

Sd/-  
**Amit Kumar Sodhani**  
**Company Secretary & Compliance Officer**  
**Membership No.: A43711**

**Date: 08/02/2024**  
**Place: Hyderabad**

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## Annexure-A

### POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No.>(* Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot or the special businesses stated in the notice of the postal ballot dated 08<sup>th</sup> February, 2024 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	<b>SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE (FROM STATE OF TELANGANA TO STATE OF PUNJAB)</b>			
2.	<b>SUB - DIVISION / SPLIT OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RS. 1/-PER SHARE OF THE COMPANY.</b>			

Place:

Date:(Signature of the Member)

#### Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is 13/03/2024.

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## INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. on Wednesday, 13<sup>th</sup> March, 2024 at 05.00 PM (IST) Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing tick mark (✓) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on 09<sup>th</sup> February, 2024.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The Resolutions, if assented by requisite majority, shall be considered as passed on Wednesday, 13<sup>th</sup> March, 2024 at 05.00 PM (IST).

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## Annexure-B

### 1. HIGHLIGHTS IN MEMORANDUM OF ASSOCIATION ARE AS FOLLOWS:

Subject to the approval of the shareholders of the Company the following amendments are proposed to the shareholders, which if passed will be amended as follows:

- Clause II of the Memorandum of Association of the Company is proposed to be amended as “**The Registered office of the Company will be situated in the State of Punjab.**”

### 2. SUB-DIVISION/SPLIT OF EQUITY SHARES

S. No.	Particulars	Disclosures				
1.	Split/ Ratio	10:01, For every 01 (One) Equity share of Rs. 10/- (Ten) each 10 (Ten) equity shares of face value of Rs. 01/- each.				
2.	Rational behind the split/ <del>consolidation</del>	In order to improve the liquidity of the Companies Share and to make it more affordable for small investors and retail investors and also to broaden the small investors base.				
3.	Pre and Post share capital structure	Particulars	Pre-Sub-division		Post Sub-division	
		Shares	Face Value (Rs.)	Shares	Face Value (Rs.)	
		<b>Authorised Share Capital</b>				
		Equity	65,00,000	10	6,50,00,000	1
		<b>Issued, Subscribed and Paid-up Share Capital</b>				
Equity	62,48,240	10	6,24,82,400	1		
4.	Expected time of completion	Within 3 months from the date of approval from the Board of Directors.				
5.	Class of shares which are <del>consolidated</del> —or sub-divided	Equity Shares (There is only one class of Equity shares).				
6.	Number of shares of each class pre and post-split- <del>or Consolidation</del>	Please refer the disclosure at S. No. 3 and S. No. 5 above.				
7.	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not applicable				

### HIGHLIGHTS IN MEMORANDUM OF ASSOCIATION ARE AS FOLLOWS:

Subject to the approval of the shareholders of the Company the following amendments are proposed to the shareholders, which if passed will be amended as follows:

Clause V of the Memorandum of Association of the Company is proposed to be amended as "The Authorized Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakh Only) divided into 6,50,00,000/- (Six Crore Fifty Lakh) Equity Shares of Rs. 1/- (Rupees One Only) each.