

NOTICE OF POSTAL BALLOT

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

To,
**The Members of
Parshva Enterprises Limited**

NOTICE is hereby given to the members of **Parshva Enterprises Limited** ("the Company") pursuant to provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("**Rules**"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (SS-2) and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), and other applicable laws and regulations, provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), for seeking approval of Members of the Company through Postal Ballot by remote e-voting process (hereon 'e-voting') for the resolution set out hereinafter.

In terms of the requirements specified in aforesaid MCA Circulars, SEBI Circulars, the notice for Postal Ballot ("Postal Ballot Notice") is being sent through email to all the Members who have registered their email addresses with the Company / Depositories /Registrar and Share Transfer Agent. The communication of assent/dissent of the Members on the Resolutions proposed in the Notice will take place only through the remote e-voting system. Those Members who have not yet registered their email addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Accordingly, Physical copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid business reply envelope is not being sent to the shareholders for this Postal Ballot. The voting by the Members would take place only through the remote e-voting system.

The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is annexed herewith for your consideration.

The Board of Directors of the Company has appointed JSD & Associates (ACS : 50447 and COP : 18523) failing to him Mr. Jay Khatnani (ACS : 50727 and COP : 18421), Practicing Company Secretaries, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner and National Securities Depository Limited ("NSDL") to provide E-voting facility for the postal ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The detailed procedure with respect to the E-Voting facility is mentioned under section, "The instructions for Members for e-voting". Members can cast their votes only through the E-Voting facility.

The Scrutinizer will submit his report to the Chairman/the person(s) authorised by the Chairman of the Company within 2 (two) working days after completion of the scrutiny of the e-voting. The results shall be declared on or before Thursday, 21st March, 2024 and communicated to BSE Limited (BSE), National Securities Depository Limited (NSDL) and will also be displayed on the Company's website www.parshvaenterprises.co.in

The resolution for the purpose stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1. CONVERSION OF LOANS INTO EQUITY SHARES OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 42, section 62 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and rule made thereunder, and the provisions of Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time and pursuant to the enabling provisions of the Memorandum and Articles of Association of the Company, and any other applicable guidelines/regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Shareholders 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 any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution) to issue and allot 90,000 Equity Shares (Ninety Thousand Only) at an issue price of Rs. 200/- (Rupees Two Hundred Only) each including a premium of Rs. 190/- (Rupees One Hundred Ninety Only) per share aggregating to Rs. 1,80,00,000 (Rs. One Crore Eighty Lakh Only) by way of conversion of existing unsecured loan of Rs. 1,80,00,000 availed from Mr. Prashant Avantilal Vora on the following terms and conditions:

- i Allotment of equity shares shall be made only in dematerialize form;
- ii on receipt of the Notice of Conversion, the Company shall, allot and issue the requisite number of fully paid-up equity shares to the Mr. Prashant Vora and he shall accept the same in satisfaction of the loans so converted;
- iii the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced.
- iv The equity shares so allotted and issued shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;
- v In the event that the Mr. Prashant Vora exercise the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges where the shares of the company are listed for the listing of the equity shares issued to him as a result of the conversion and get the same listed immediately;

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is 16th February, 2024 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit”

2. ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) as amended (SEBI (ICDR) Regulations”), 2018 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, issue, offer and allot 50,000 Equity Shares (Fifty Thousand Only) of the Company of face value of Re. 10/- (Rupee Ten Only) per Equity Share, at an issue price of Rs. 200/- (Rupees Two Hundred Only) each including a premium of Rs. 190/- (Rupees One Hundred Ninety Only) per share, to the below mentioned person (collectively referred to as proposed allottees) aggregating to Rs. 1,00,00,000/- (Rupees One Crore Only) on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion without requiring any further approval or consent from the members in the manner provided hereunder.

Sr. No.	Name of Proposed Allottee	Category	No. of shares	Value in Rs.
1.	Harshad T Shah HUF	Non-Promoter (Public)	10,000	20,00,000
2.	Digant Shah	Non-Promoter (Public)	30,000	60,00,000
3.	Kinsh Trading LLP	Non-Promoter (Public)	10,000	20,00,000
Total			50,000	1,00,00,000

"RESOLVED FURTHER THAT the Equity Shares as may be offered, issued and allotted to proposed allottees by way of Preferential allotment shall inter alia be subject to the following :

- I. The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- II. The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- III. The Relevant Date for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is 16th February, 2024 being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of declaring results of this Postal Ballot;
- IV. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018.
- V. The Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- VI. The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for cash consideration; and
- VII. The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove."

"RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Issue (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchange and authorise for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

3. SHIFTING REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF CITY

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

"RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 and any other provisions applicable, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from '811 A Wing, Jaswanti Allied Business Cen RamchandraLane Extn., Malad West Mumbai - 400064' to 'HO. NO. 219, VILL BRAHMANGAON, TAL WADA, DIST. PALGHAR - 421303' within the state of Maharashtra but outside the local limits of the city of Mumbai."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to file e-forms with the Registrar of Companies and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary for such purpose and to settle any questions, difficulties or doubts that may arise in this regard and to make such representation/ filings to the Stock Exchanges as may be necessary or desirable, in order to give effect to this resolution."

By order of the Board of Directors
Parshva Enterprises Limited



Prashant A Vora
Prashant A Vora
Managing Director
DIN: 06574912

Date: 16.02.2024

Place: Mumbai

Parshva Enterprises Ltd.

C.I.N=L51909MH2017PLC297910



Notes:

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") setting out material facts is annexed herewith and forms part of this Notice.
2. The Board of Directors of the Company has appointed JSD & Associates (ACS : 50447 and COP : 18523) failing to him Mr. Jay Khatnani (ACS : 50727 and COP : 18421), Practicing Company Secretaries, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner and National Securities Depository Limited ("NSDL") to provide E-voting facility for the postal ballot.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as per the benpos available with the Company and Registrar and Transfer Agents (RTA) as on Friday, 9th February, 2024 ("Cut-off date").

The Postal Ballot Notice is being sent by email to Members who have registered their email address with the Depository Participants or with the Company's Registrar and Share Transfer Agent.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Tuesday, 19th March, 2024

4. A copy of this Postal Ballot Notice will also be available on the website of the Company i.e. www.parshvaenterprises.co.in and in the relevant section of the website of BSE on which the Equity Shares of the Company are listed i.e. www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.
5. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd, 1st floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra - 400059, Email: ipo@bigshareonline.com Website link: www.bigshareonline.com / Depository Participant(s) or at Co's email Id info@parshvaenterprises.co.in for the purpose of receiving this Postal Ballot Notice by way of e-mail and communication of assent or dissent in respect of the resolutions set out in the said Postal Ballot Notice by way of remote e-voting.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelopes are not being sent to shareholders for this Postal Ballot.
7. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.
8. As required by Rule 20 and 22 of the Rules read with the Listing Regulations, the dispatch of the Postal Ballot and Explanatory Statement will be announced through an advertisement in at least one English language and one vernacular language newspaper where the Registered Office of the Company is situated.

Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, 9th February, 2024, will be considered for the purpose of voting. Voting rights shall be reckoned on the paid - up value of shares registered in the names of the Members as Friday, 9th February, 2024.

9. The Scrutinizer will submit his report to the Chairman as soon as possible after the completion of voting i.e. 19th March, 2024 but not later than 2 (two) working days thereof. The said report will be submitted to the Chairman or a person authorized by him in writing and the results of the voting shall be declared, on or before Thursday, 21st March, 2024. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website at www.parshvaenterprises.co.in and will also be communicated to the BSE Limited, where the equity shares of the Company are listed and Depository on the said date.
10. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@parshvaenterprises.co.in
11. In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, if any, read with the Rules made thereunder, the Company is providing facility for voting by electronic means ('remote e-voting') to all the members of the Company to enable them to cast their votes electronically on the items mentioned in the Postal Ballot Notice. For this purpose, the Company has entered into an arrangement with NSDL to provide e-voting facility to the members.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
13. The last date of voting is Tuesday, 19th March, 2024 up to 5.00 p.m. shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
14. Shareholders who have not registered their email address, may get their email address registered with the Company's, by sending email at info@parshvaenterprises.co.in and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to info@bigshareonline.com and www.evoting.nsdl.com.
15. For the purpose of exercising vote through remote e-voting, members are requested to read the information and other instructions relating to remote e-voting as mentioned below.

The instructions for Members for e-voting are as under:

The remote e-voting period begins on Monday, 19th February, 2024 at 09.00 am and ends on Tuesday, 19th March, 2024 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 9th February, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 9th February, 2024.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. <p>The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and

- your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to doshi.jenish@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries/issues or grievances you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <http://www.evoting.nsdl.com> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@parshvaenterprises.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@parshvaenterprises.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1 & 2

CONVERSION OF LOAN INTO EQUITY SHARES & ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

The promoters had arranged Rs. 1.80 Crore (Rupees One Crore Eighty Lakh Only) and induced the same as unsecured loan in the Company from Mr. Prashant Vora, Promoter Director of the Company. Mr. Vora has now requested that this unsecured loan be converted into Equity Shares. Based on the said request, the Board resolved to issue, offer and allot upto 90,000 Equity Shares (Ninety Thousand) of Rs. 200/- each to Mr. Prashant Vora on a preferential basis, by conversion of their unsecured loans into Equity Shares.

Also, In order to meet the financial requirements of the Company and strengthen the financial position of the Company, further to augment its working capital and meet its capital expenditure, promoters of the company and the proposed allottees as detailed hereunder have therefore decided to subscribe for the equity shares of the company.

Accordingly, the Board of Directors of the Company at its meeting held on February 16, 2024 has approved to the offer, issue and allot (a) 50,000 equity shares of face value of Rs.10/- (Rupees Ten only) each of the Company at a premium of ₹190/- (Rupees One Hundred Ninety only) each equity shares by way of preferential issue of equity shares and (b) 90,000 equity shares of face value of Rs.10/- (Rupees Ten only) each of the Company at a premium of ₹190/- (Rupees One Hundred Ninety only) each equity

shares by way of conversion of loan into equity in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 subject to approval of shareholders.

The special resolution as mentioned under Item No. 1 and 2 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014

Accordingly, the Company proposes to issue and allot 1,40,000 (One Lakhs Forty Thousand Only) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each at a Issue price of Rs.200/- (Rupees Two Hundred Only) per equity share including the premium of Rs. 190/- per share in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable law, to the promoters and Proposed Allottees as detailed below.

Necessary information or details in respect of the proposed Preferential Issue of equity shares and conversion of loan into equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under :

1. Objects of the Issue:

(a) The object of this issue is to convert the outstanding unsecured loan into Equity Shares

(b) To raise funds for long term working capital requirements, repayment of debt and/or for general corporate purposes

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 1,40,000 (One Lakh Fourty Thousand) equity shares of face value of ₹10/- (Rupees Ten only) each of the Company at ₹200/- (Rupees Two Hundred only) including a premium of ₹190/- (Rupees One Hundred Ninety) per equity share. Out of the above 90,000 equity shares of face value of ₹10/- (Rupees Ten only) each of the Company at ₹200/- (Rupees Two Hundred only) including a premium of ₹190/- (Rupees One Hundred Ninety) per equity share are proposed to be issued pursuant to the conversion of unsecured loan granted by Mr. Prashant Vora.

3. The price or price band at which the allotment is proposed

The Issue price is Rs. 200 (including premium of Rs. 190/- per share) provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.

4. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer

Only Mr. Prashant Vora (Promoter Director) who has conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under Item No. 1. Except Mr. Vora, no other Promoters, Directors or Key Managerial Personnel of the Company are subscribing to this preferential issue.

5. Basis on which the price has been arrived at:

The price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

(i) Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the relevant date; or

(ii) Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the relevant date.

Explanation:

"Relevant date" means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. March 19, 2024 which shall be considered as date of general meeting convened in that behalf.

"Stock Exchange" means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding ninety trading days prior to the relevant date. Equity shares of the Company are only listed on BSE Limited.

6. Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to individuals which form part of both Promoter & Promoter group and also non promoter group.

Name of the Proposed Allottees	Class
Mr. Prashant Vora	Promoter
Harshad T Shah HUF	Public (Non- Promoter Group)
Mr. Digant Shah	Public (Non- Promoter Group)
Kinsh Trading LLP	Public (Non- Promoter Group)

8. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum price for the issue of said equity shares is Friday, February 16, 2024, being the date 30 days prior to the last date of e-voting i.e. March 19, 2024.

9. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Shares as follows:

SR. NO.	CATEGORY	PRE-ISSUE		ALLOTMENT	POST ISSUE	
		No. of Shares held	% of Shareholding		No. of Shares held	% of Shareholding
A	Promoters' holding					
1	Indian					
	Individual/ Hindu undivided Family	7228519	71.93	90000 <i>(Conversion of loan)</i>	7318519	71.82
	Bodies Corporate	-	-	-	-	-
	Others	282478	2.81	-	282478	2.77
	Sub Total	7510997	74.74	90000	7600997	74.59
2	Foreign					
	Individuals (Non-Resident Individuals/ Foreign Individuals)					
	Bodies Corporate					
	Sub Total					
	Sub Total(A)	7510997	74.74	90000	7600997	74.59
B	Non-Promoters' holding:					
1	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor					
	Foreign Body Corporate					
2	Central Government/State Government(s)/ President of India					
3	Non-Institution Investors					
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	288837	2.87	-	288837	2.83
	Individual	1962762	19.53	30000	1992762	19.55

shareholders holding nominal share capital in excess of Rs. 2 Lakhs				(Preferential allotment)		
NBFCs Registered with RBI						
Trusts						
Non-Resident Indians	205	0.00	-		205	0.00
Bodies Corporate	80855	0.80	10000	(Preferential allotment)	90855	0.89
Overseas Corporate Bodies						
Overseas Corporate Bodies						
Others	206093	2.05	10000	(Preferential allotment)	216093	2.12
Sub Total (B)	2538752	25.26	50000		2588752	25.41
GRAND TOTAL (A+B)	10049749	100	140000		10189749	100
C						
Non-Promoter-Non-Public						
Shares underlying DRs						
Shares held by Employee Trust						
GRAND TOTAL (A+B+C)	10049749	100	140000		10189749	100

Note:- (i) The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

(ii) The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Friday, February 09, 2024 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company.

10. Proposed time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Not applicable: During the year, the Company has not allotted any securities on preferential basis.

13. Valuation for consideration other than cash:

Not applicable. The consideration for issue of equity shares shall be paid in cash and not in consideration other than cash.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable. The consideration for issue of equity shares shall be paid in cash and not in consideration other than cash.

15. Lock-in Period:

The Equity Shares to be allotted to the promoters / non promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations.

16. Listing:

The Company will make an application to the BSE at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

17. Auditors' Certificate:

The Certificate being issued by M/s. Bohara Shah & Co. (Firm Registration No. 143865W) Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 and will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. (IST) to 4:00 p.m. (IST) during the period of Remote E-voting under Postal Ballot.

18. Other Disclosures:

- i. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- ii. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations
- iii. The Proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.
- iv. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- v. The Issuer undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- vi. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

19. Disclosure as specified in under Regulation 164 (3) (a) of the SEBI (ICDR) Regulations.

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.

Parshva Enterprises Ltd.

C.I.N=L51909MH2017PLC297910

ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

20. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sl. No.	Name of the Proposed Allottee	Ultimate beneficial owner	Category of the Allottee	Pre-Issue Equity holding		No. of Equity Shares to be allotted	Post-Issue Equity holding	
1	PRASHANT AVANTILAL VORA	PRASHANT AVANTILAL VORA	Promoter	4025939	40.06%	90000 (Conversion of loan)	4115939	40.39%
2	HARSHAD T SHAH HUF	HARSHAD T SHAH HUF	Public (Non-Promoter Group)	91500	0.91%	10000	101500	1.00%
3	DIGANT H SHAH	DIGANT H SHAH	Public (Non-Promoter Group)	472750	4.70%	30000	502750	4.93%
4	Kinsh Trading LLP	Nidhi Shah	Public (Non-Promoter Group)	45750	0.45%	10000	55750	0.55%

#The abovementioned details of natural persons are given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item Nos. 1 and 2 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 1 and 2 in the accompanying notice for approval by the Members.

Except Mr. Prashant Vora and Mr. Harsh Vora, none of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out of the accompanying Notice.

ITEM NO. 3

SHIFTING REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF CITY

Presently, the Company's Registered Office is located at 811 A Wing, Jaswanti Allied Business Cen Ramchandra Lane Extn., Malad West Mumbai - 400064. The Board of Directors of your Company at their meeting held on 16th February, 2024 has decided to shift the Registered Office of the Company from the '811 A Wing, Jaswanti Allied Business Cen Ramchandra Lane Extn., Malad West Mumbai - 400064, Maharashtra' to 'HO. NO. 219, VILL Brahmangaon, Tal Wada, Dist. Palghar 421303, Maharashtra' to carry on the business of the Company more economically and efficiently and with better operational convenience.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, but as per the Companies Act, 2013, any item of business required to be transacted at a general meeting by a Company which is required to provide the facility to members to vote by electronic means. Therefore, the Board recommends the Resolution as set out in Item No. 3 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 3 of the Notice.

By order of the Board of Directors
Parshva Enterprises Limited



Prashant A Vora

Prashant A Vora
Managing Director
DIN: 06574912

Date: 16.02.2024
Place: Mumbai

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