



Swadha Nature Limited
(Formerly Known as "M.S. Securities Ltd.")

Date: 20/05/2025

To,
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 531039

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 and Calendar of Events for Postal Ballot

Dear Sir,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot dated May 10, 2025 along with Explanatory Statement, and Calendar of Events for Postal Ballot

Calendar of Events for Postal Ballot:

S.N.	Particulars	Proposed date
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights.	May, 16 2025
2.	Date & Time of Commencement Remote E-Voting	May 21, 2025 (09.00 a.m. IST)
3.	Date of Closure of Postal Ballot Voting & E-Voting	June 20 2025 (05.00 p.m. IST)
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before June 22, 2025
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before June 22, 2025

You are requested to take the same on your record.

Thanking you,
Yours Faithfully,

For Swadha Nature Limited
(Formerly known as MS Securities Limited)

Dipakkumar Shah
Director
(DIN:08234203)

Encl.: a/a

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given to the members of **SWADHA NATURE LIMITED** (the “Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 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, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot (“**the Postal Ballot**”) by way of remote e-voting (“**e-voting**”) process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as ‘**Scrutinizer**’ to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. The Company has made necessary arrangements with S. K. Infosolutions Private Limited, Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Wednesday, 21st May, 2025 at 09.00 A.M. (IST)** and end on **Friday, 20th June, 2025 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **Friday, 20th June, 2025 at 05.00 P.M.** E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The results of the Postal Ballot will be intimated to the BSE Limited, where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company (www.snl.in.net) as well as on NSDL’s website-www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions,

if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. **Friday, 20th June, 2025**, in terms of SS-2.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES:

1. Shifting of registered office of the company from one state to another state.

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

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Eastern Region, under Section 13 (4) and other applicable provisions; if any, of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Eastern Region.”

“RESOLVED FURTHER THAT on confirmation / approval of the Eastern Region Regional Director, the Registered Office of the Company be shifted from “State of Bihar” to the “State of Gujarat”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Gujarat and within the jurisdiction of the Registrar of Companies, Ahmedabad.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Eastern Region.”

“RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to finalize the address of the Registered Office of the Company at Ahmedabad, the State of Gujarat, as they may deem consider appropriate.”

“RESOLVED FURTHER THAT directors and KMP’s are hereby severally authorized to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

2. Appointment of Statutory Auditors to fill casual vacancy:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on Saturday, 10th May, 2025, M/s. P H Shah & Co, Chartered Accountants, (FRN: 115464W), be and is hereby appointed as statutory auditors of the company for the financial year 2025-26, to fill casual vacancy caused by resignation of Mr. Sanket Shah (Membership No. 150873).

“RESOLVED FURTHER THAT M/s. P H Shah & Co, Chartered Accountants, (FRN: 115464W), be and is hereby appointed as statutory auditor of the company for the financial year 2025-26, from the conclusion of this postal ballot till the next Annual General Meeting of the company and that she shall be eligible for re-appointment in the next Annual General Meeting of the company to be held in the year 2025, and that they shall conduct the statutory audit for the period ended 31st March, 2026, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT any one Director or Company Secretary of the company be and is hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

Date: 10/05/2025

Place: Patna

Registered Office:

601 B, Ashiana Plaza, Budh Marg,

Patna- 800001, Bihar, India.

CIN: L01100BR1992PLC004781

Email: swadhanaturelimited@gmail.com

Website: www.snl.in.net

By the order of the Board
For Swadha Nature Limited
(Formerly known as MS Securities Limited)

Sd/-
Dipakkumar Shah
Managing Director
DIN: 08234203

NOTES:

1. **An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on 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 on Friday, 16th May, 2025. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
4. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
6. The e-voting period shall commence on **Wednesday, 21st May, 2025 at 09.00 A.M. (IST)** and end on **Friday, 20th June, 2025 at 05.00 P.M. (IST)**. E-voting shall not be allowed beyond the said date and time.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, 16th May, 2025**.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. The Board of Directors of the Company (“**the Board**”), has appointed **Mrs. Rupal Patel, Practicing Company Secretary (COP.: 3803)** as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website www.snlin.net, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchange i.e. BSE Limited and RTA.
11. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. **Friday, 20th June, 2025** Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to swadhanaturelimited@gmail.com in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. Members may send an email request to skcdilip@gmail.com, contact@skcinfo.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to skcdilip@gmail.com, contact@skcinfo.com or contact RTA at – 033-22194815, 22196797.
14. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at skcdilip@gmail.com, contact@skcinfo.com Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, S. K. Infosolutions Private Limited either by email to skcdilip@gmail.com ,

	contact@skcinfo.com or by post to D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur Kolkata -700032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR – 13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR – 4
	The forms for updating the above details are available at www.snl.in.net	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.snl.in.net and can also be accessed from the website of the BSE at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL, i.e., www.evoting.nsdl.com.

How do I vote electronically using NSDL e-Voting system?

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

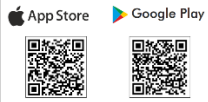
Step 1: Access to NSDL e-Voting system

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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="901 488 1109 611" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<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. 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.
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. 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.</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.com or call at 022 - 4886 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 toll free no. 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.com 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.

How to 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 roopalcs2001p@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

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 swadhanaturelimited@gmail.com.
 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 (swadhanaturelimited@gmail.com). 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.com 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.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s registrars S. K. Infosolutions Private Limited at skcdilip@gmail.com, contact@skcinfo.com.
17. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company’s RTA for any assistance in this regard.

By the order of the Board
For Swadha Nature Limited
 (Formerly known as MS Securities Limited)
 Sd/-
Dipakkumar Shah
 Managing Director
DIN: 08234203

Date: 10/05/2025
 Place: Patna

Registered Office:
 601 B, Ashiana Plaza, Budh Marg,
 Patna- 800001, Bihar, India.
CIN: L01100BR1992PLC004781
Email: swadhanaturelimited@gmail.com
Website: www.snl.in.net

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EXPLANATORY STATEMENT

(Statement pursuant to Section 102 of the Companies Act, 2013)

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated 10th May, 2025 and shall be taken as forming part of the Notice.

ITEM NO. 1

The registered office of the Company is currently situated at 601 B, Ashiana Plaza, Budh Marg, Patna- 800001, Bihar. For the purpose of business and administrative convenience, the Board of Directors of the Company at its meeting held on 10th May, 2025 has approved and recommended to the members of the Company the proposal of shifting of the registered office of the Company from Patna, Bihar to Ahmedabad, State of Gujarat.

The shifting of the registered office from one state to another and alteration of Clause II of the Memorandum of Association ('the MOA') the Company requires the approval of the members of the Company by way of special resolution, in terms of section 12, 13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder.

A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its registered office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

ITEM NO. 2

Mr. Sanket Shah (Membership No. 150873) have tendered their resignation as Statutory Auditors w.e.f. 10/05/2025 citing reasons that they are unable to continue as auditors of the company due to his health issues. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended through the resolution passed on 10/05/2025, the appointment of M/s. P H Shah & Co, Chartered Accountants, (FRN: 115464W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. Sanket Shah (Membership No. 150873). Accordingly, shareholders' approval by way of Ordinary resolution is sought.

M/s. P H Shah & Co, Chartered Accountants, (FRN: 115464W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Ordinary Resolutions**.

Date: 10/05/2025

Place: Patna

Registered Office:

601 B, Ashiana Plaza, Budh Marg,

Patna- 800001, Bihar, India.

CIN: L01100BR1992PLC004781

Email: swadhanaturelimited@gmail.com

Website: www.snl.in.net

By the order of the Board
For Swadha Nature Limited
(Formerly known as MS Securities Limited)

Sd/-
Dipakkumar Shah
Managing Director
DIN: 08234203