

# **SNS PROPERTIES AND LEASING LIMITED**

Regd Office: D2-11, BUDH VIHAR, PHASE – 1, NORTH WEST DELHI, DELHI – 110086  
CIN: L65922DL1985PLC020853; Email: [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)

## **POSTAL BALLOT NOTICE**

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

**Dear Shareholders,**

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022, 5th May 2022 and 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolutions appended are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid matter is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on 20<sup>th</sup> December, 2023 has appointed CS Hemant Kumar Sajnani Proprietor of M/s. Hemant Kumar Sajnani & Associates, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Saturday, February 10, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, February 12, 2024 and communicated to MSE and will also be displayed on the Company's website [www.snsind.com](http://www.snsind.com).

## **SPECIAL BUSINESS:**

### **1. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. PRAKASH CHANDRA PAREEK (DIN: 01507921), AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:-

**RESOLVED THAT** Mr. Prakash Chandra Pareek (DIN: 01507921), who was appointed as an Additional Director in the Board Meeting held on 13th October, 2023 who holds office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

## **2. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SARTHAK AGARWAL (DIN: 09785554), AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

**RESOLVED THAT** Mr. Sarthak Agarwal (DIN: 09785554), who was appointed as an Additional Director in the Board Meeting held on 13th October, 2023 who holds office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

## **3. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. RISHABH TALWAR (DIN: 10316259), AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:-**

**RESOLVED THAT** Mr. Rishabh Talwar (DIN: 10316259), who was appointed as an Additional Director in the Board Meeting held on 13th October, 2023 who holds office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director (Non-Executive and Independent) of the Company be and is hereby appointed as a Non-Executive and Independent Director of the Company.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

## **4. REGULARIZATION OF ADDITIONAL DIRECTOR, MS. ANISHA MALIK (DIN: 09405745), AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:-**

**RESOLVED THAT** Ms. Anisha Malik (DIN: 09405745), who was appointed as an Additional Director in the Board Meeting held on 13th October, 2023 who holds office upto the date of ensuing General Meeting or for a period of three month whichever is earlier and who is eligible for appointment and has consented to act as Director (Non-Executive and Independent) of the Company be and is hereby appointed as a Non-Executive and Independent Director of the Company.

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.

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## **5. APPOINTMENT OF M/s. MITTAL NIRBHAY & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION**

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

**“RESOLVED THAT** pursuant to Circular no. RBI/2021-22/25 - Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27 April 2021 issued by the Reserve Bank of India (“RBI Guidelines”) and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the relevant rules thereunder, M/s. Mittal Nirbhay & Co., Chartered Accountants, (Firm Registration No. 013097C), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of postal ballot (i.e. the last date for voting) till conclusion of the 38th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2024, at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (which expression shall include any Committee thereof, whether constituted or to be constituted) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise.”

## **6. TO ALTER EXISTING CLAUSE III, THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulations, guidelines, and subject to the approval, consents, sanctions and permissions of the Central Government/Stock Exchange/ appropriate regulatory and statutory authorities, consent of the Members of the Company be and is hereby accorded for following alterations in the “Object Clause” of the Memorandum of Association of the Company (“MOA”):

- (i) **RESOLVED THAT** the title of Clause (III) B of the Memorandum of Association of the Company (“MOA”) be and is hereby renamed as “Matters which are necessary for furtherance of the Main Objects”
- (ii) **RESOLVED FURTHER THAT** Clause (III) C of the Memorandum of Association of the Company (“MOA”) comprised of existing sub-clause 1 to 72 (viz. “Other Objects”) be and is hereby entirely deleted in consonance with the requirement of section 4(1) (c) of the Companies Act, 2013.
- (iii) **RESOLVED FURTHER THAT** in the MOA of the Company whenever required reference to various section of the Companies Act, 1956 be replaced with reference to the corresponding sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

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## **7. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association of the Company, a copy of which is available for inspection by the Members, be and is hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Director  
For **SNS Properties and Leasing Limited**

**Raj Kumar**  
Director  
DIN: 02693400

**Date: January 11, 2024**  
**Place: New-Delhi**

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## Notes:

1. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed CS Hemant Kumar Sajnani (M.No: FCS 7348 COP: 14214) Proprietor of Hemant Kumar Sajnani & Associates, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose on Tuesday, January, 9<sup>th</sup> 2024 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.snsind.com](http://www.snsind.com), websites of the Stock Exchanges i.e., Metropolitan Stock Exchange of India Limited at <https://www.msei.in/>, and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).
7. All the material documents referred to Explanatory Statements (including the Articles of Association of the Company), shall be available for inspection through electronic mode, basis the request being sent on [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of on Tuesday, January, 9<sup>th</sup> 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, January, 9<sup>th</sup> 2024 being the Cut-Off date fixed for this purpose.
10. The voting period will commence from **Friday, January 12, 2024 IST at 10.00 a.m. and end on Saturday, February 10, 2024, IST at 5.00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com).
12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the

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e-voting by postal ballot shall be announced on or before Monday, February 12, 2024 and communicated to MSE and will also be displayed on the Company's website [www.snsind.com](http://www.snsind.com)

13. Subject to the receipt of requisite votes, the resolutions shall be deemed to be passed on the last date of e-voting i.e., February 10, 2024.
14. The instructions for Members for e-voting are as under:-

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>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 to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>

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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.



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- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

# **SNS PROPERTIES AND LEASING LIMITED**

Regd Office: D2-11, BUDH VIHAR, PHASE – 1, NORTH WEST DELHI, DELHI – 110086  
CIN: L65922DL1985PLC020853; Email: [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)

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

### **Item No. 1 & 2**

Mr. Prakash Chandra Pareek and Sarthak Agarwal was appointed as an Additional Director with effect from 13<sup>th</sup> October, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing General Meeting of the Company. The Board is of the view that the appointment of Mr. Prakash Chandra Pareekh and Mr. Sarthak Agarwal on the Company Board is desirable and would be beneficial to the Company.

**The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 & 2 of the Notice for approval of the members.**

None of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

### **Item No. 3 & 4**

Ms. Anisha Malik and Mr. Rishabh Talwar was appointed as an Additional Director with effect from 13<sup>th</sup> October, 2023, in accordance with the provisions of Section 149, 150, 152 read with schedule IV and section 161 (1) read with companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association. The above director holds office up to the date of ensuing General Meeting of the Company or three months from the date of appointment whichever is earlier. The Board is of the view that the appointment of Ms. Anisha Malik and Mr. Rishabh Talwar on the Company Board is desirable and would be beneficial to the Company.

**The Board of Directors recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval of the members.**

None of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

### **Item No. 5**

Since the New Management has taken over the company and the old Statutory Auditor M/s. SRY & Associates, Chartered Accountants (FRN- 011227N), tendered their resignation as the statutory auditors of the Company

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on January 11, 2024 have recommended for approval of the Members the appointment of M/s. Mittal Nirbhay & Co., Chartered Accountants, Kanpur, as Statutory Auditors of the Company, in place of M/s. M/s. SRY & Associates, from the conclusion of postal ballot (i.e. the last date for voting) till conclusion of the 38th Annual General Meeting of the Company to conduct unaudited quarterly results and audit of accounts of the Company.

M/s. Mittal Nirbhay & Co.is registered with the Institute of Chartered Accountants of India (ICAI) vide Registration No. 014374 and is a peer reviewed audit firm. The Firm operates from its office in Kanpur and provides a bouquet

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of innovative and client oriented services with a dedicated team of strong and experienced professionals.

The Company has received a written consent from M/s. Mittal Nirbhay & Co. for their proposed appointment in the Company along with a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that their appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The remuneration proposed to be paid to M/s. Mittal Nirbhay & Co. for audit services for the financial year 2023-24 is ₹60,000 (Rupees Sixty Thousand only) plus applicable taxes, travelling/ conveyance and out of pocket expenses, as may be incurred, in connection with the audit. The Audit Committee proposed the remuneration considering various parameters like audit experience, market standing of the firm, clientele served, etc. The Board of Directors and the Audit Committee are authorised to vary the terms including revision to the fees commensurate with the efforts, in discussion with the Statutory Auditors. For the subsequent years, the remuneration will be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors. Besides the audit services, the Company may also obtain from the Statutory Auditors certifications under various statutory regulations and other permissible non-audit services as may be required from time to time, for which they will be remunerated separately on mutually agreed terms.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 5 of this Notice for approval of the Members.

## **Item No. 6**

Members are aware that the regulatory provisions have undergone comprehensive changes consequent to the Companies Act, 2013 ('the Act') being notified. Further, the Act has also been amended several times post its notification. The existing Object Clause" of the Memorandum of Association ("MOA") of the Company contain ancillary and other objects that are not aligned with the provisions of the Act, therefore, it is considered prudent to amend the MOA of the Company to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder.

The consent of the Members by way of Special Resolution is required for approval for Clause III (B) renamed as "Matters which are necessary for furtherance of the Main Objects" and deletion of Clause III (C) of the Memorandum of Association of the Company ("MOA") comprised of existing sub-clause 1 to 72 (viz. "Other Objects") in consonance with the requirement of section 4(1) (c) of the Companies Act, 2013. Accordingly, the Board of Directors of the Company at their meeting held on 11<sup>th</sup> January, 2024, approved the same subject to the approval of members of the Company.

The proposed Memorandum of Association of the Company will be available for inspection by the Members from the date of circulation of this Notice up to the date of the conclusion of postal ballot (i.e. the last date for voting). Members seeking to inspect such Articles of Association can visit the Company's website [www.snsind.com](http://www.snsind.com) or obtain a copy by sending an e-mail to [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

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## **Item No. 7**

Members are aware that the regulatory provisions have undergone comprehensive changes consequent to the Companies Act, 2013 ('the Act') being notified. Further, the Act has also been amended several times post its notification. The existing Articles of Association ("AoA") of the Company contain several regulations that are not aligned with the provisions of the Act, therefore, it is considered prudent to amend the AOA of the Company to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder.

The consent of the Members by way of Special Resolution is required for approval and adoption of new Articles of Association in terms of the provisions of Section 14 of the Act. Accordingly, the Board of Directors of the Company at their meeting held on 11<sup>th</sup> January, 2024, approved the adoption of the new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association, subject to the approval of members of the Company.

The proposed Articles of Association of the Company will be available for inspection by the Members from the date of circulation of this Notice up to the date of the conclusion of postal ballot (i.e. the last date for voting). Members seeking to inspect such Articles of Association can visit the Company's website [www.snsind.com](http://www.snsind.com) or obtain a copy by sending an e-mail to [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

By Order of the Board of Director  
For **SNS Properties and Leasing Limited**

**Raj Kumar**  
**Director**  
**DIN: 02693400**

**Date: January 11, 2024**  
**Place: New-Delhi**