



# Safa Systems & Technologies Limited

CIN NO:L52100KL2021PLC071051; GST No: 32ABGCS8921G1ZB

## **NOTICE OF POSTAL BALLOT**

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

To,

The Members of **Safa Systems & Technologies Limited**

**NOTICE** is hereby given pursuant to Section 108 & 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), that the special business as set out below is proposed to be passed by the Members of **Safa Systems & Technologies Limited** (“the Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) and Postal Ballot Form. Communication of assent or dissent of the Members would take place only through the remote e-voting system and Postal Ballot Form.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided e-voting facility to its members and has engaged Central Depository Services (India) Limited (“CDSL”), an agency authorised by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vivek Rawal Partner of M/s. Vikas Verma & Associates, Firm of Practicing Company Secretaries having office at New Delhi, who will act as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The remote e-voting period commences **from 9.00 A.M (IST) on Tuesday, February 20, 2024 and ends at 5.00 P.M.(IST) on Wednesday, March 20, 2024.**

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company on Friday, 22<sup>nd</sup> March, 2024 at the Company’s registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

The duly completed postal ballot form(s) should reach the scrutinizer at V-116, First Floor, New Delhi House, New Delhi – 110001 or at email id [service@vanda.com](mailto:service@vanda.com) not later than 05:00 P.M. on **Wednesday, 20<sup>th</sup> March, 2024** otherwise it will be strictly treated as if reply from the member has not been received.



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In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website [www.sssinfo.in](http://www.sssinfo.in) and shall also be available at the Company's registered office on all working days (except Saturday & Sunday) from 11:00 A.M. to 6:00 P.M.

**The Resolution, if approved, will be taken as passed effectively on the last date of e-voting/receipt of physical ballot papers i.e. Wednesday, 20<sup>th</sup> March, 2024.**

## **PROPOSED RESOLUTIONS:**

### **SPECIAL BUSINESS:**

#### **ITEM No. 01. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from 15,50,00,000/- (Rupees Fifteen Crores and Fifty Lakhs Only ) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 27,50,00,000 /- (Rupees Twenty-Seven Crores Fifty Lakhs Only) divided into 2,75,00,000 /- (Two Crores Seventy-Five Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten Only) by adding 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10 each ranking pari - passu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

*V. The Authorised Share Capital of the Company is 27,50,00,000/- (Indian Rupees Twenty-Seven Crores Fifty Lakhs only) divided into 2,75,00,000 (Two Crore Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.*

**“RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.

#### **ITEM NO. 2: TO CONSIDER AND ISSUE OF EQUITY SHARES TO THE SHAREHOLDERS OF KANONE TECHNOLOGIES PRIVATE LIMITED AND EFFECTIVE LIFESTYLE PRIVATE LIMITED BY VIRTUE OF SHARE SWAP:**

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

**“RESOLVED THAT** subject to the provisions of Section 62(1)(c), 23 & 42 of the Companies Act, 2013 Act”, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable rules (including any Statutory modification and or amendments) thereto and/or re-enactment there to for the time being in force) the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the Memorandum and the Articles of Association of the Company,



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Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "SEBI (LODR) Regulations") 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"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities and subject to the receipt of such approvals as may be required under the Act, the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches up to 1,19,70,000 (One Crore Nineteen Lakh Seventy Thousand) equity shares of the Company having face value of INR 10/- (Rupees Ten only) per equity share at an issue price of INR 14/- each including at a premium of INR 04/- per share amounting to INR 16,75,80,000/- (Rupees Sixteen Crore Seventy Five Lakhs Eighty Thousand Only/-), which is not less than the floor price determined as per the provisions of Regulation 163,164 & 166A of SEBI (ICDR) Regulations, 2018 ("**Subscription Shares**") on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of Equity Shares at a

- ratio of **5:1 i.e.** in exchange of 01(One) equity shares of Kanone Technologies Private Limited 05(Five) Equity Shares of Safa Systems & Technologies Limited will be issued for acquisition of 1040000 equity shares representing 51% paid-up equity capital of Kanone Technologies Private Limited ("KTPL") owned by Proposed Allottee(s) and
- ratio of **1:1 i.e.** in Exchange of 01(One) Equity Share of Effective Lifestyle Private Limited 01(One) Equity Share of Safa Systems & Technologies Limited will be issued for acquisition of 67,70,000 equity shares representing 100% paid-up equity capital of Effective Lifestyle Private Limited ("ELPL") owned by Proposed Allottee(s).

to the below mentioned persons under the category of Non-Promoter-Group:

Sr. No.	Name of Proposed Allottee(s)	No. of Equity Shares proposed to be issued to the Shareholders of Kanone Technologies Private Limited and Effective Lifestyle Private Limited.
<b>Category: Non – Promoter Group</b>		
1.	M/S Geo Infratech	8,70,000
2.	Mr. Siraj B A	4,30,000
3.	Mr. Siddik N I	4,30,000
4.	M/S Horizon Trades	8,70,000
5.	M/S Futurex Trading Co	8,50,000
6.	Mrs. Nadeera K A	2,80,000
7.	Mr. Navas B H	3,00,000
8.	Mrs. Simitha Jamal	3,00,000
9.	M/S Kutub International Trading	8,70,000
10.	Mr. Rahul Jain	9,00,000
11.	Mr. Rohan Jain	9,10,000
12.	M/S. Quadralyst Pvt Ltd	24,60,000
13.	M/S. Shree Charbhujia Commodities Pvt Ltd	18,00,000
14.	Ms. Shrishti Agrawal	7,00,000
	<b>Total</b>	<b>1,19,70,000</b>



**RESOLVED FURTHER THAT** the “**Relevant Date**” in accordance with SEBI (ICDR) Regulations would be **Monday, February 19, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Wednesday, 20<sup>th</sup> March, 2024.**”

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The proposed Equity Share shall be issued and allotted by the Company to the Proposed Allottees within a period of Fifteen (15) days from the date of passing of resolution through Postal Ballot. Provided that where the issue and allotment of the proposed Equity Share is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of such approvals;
- b) The Equity shares to be allotted to the Non-Promoter pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time;
- c) The Equity Shares being allotted to the proposed allottees shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited (“BSE”) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend;
- d) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.;
- e) The Equity Shares so offered and allotted to the Proposed Allottees shall be in dematerialized form:
- f) The Equity Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, being discharge of part of the Purchase Consideration for the purchase of part of the Business Undertaking from the Subscriber;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the existing equity shares of the Company in all respects including dividend;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and



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incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in **Form PAS-5** and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in **Form PAS-4** or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited, and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to Mr. Faizal Bavaramparambil Abdul Khader, Managing Director and/or Ms. Rupal Pandey, Company Secretary and Compliance Officer of the Company, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board  
For Safa Systems & Technologies Limited**

Sd/-  
**Rupal Pandey**  
Company Secretary and Compliance Officer  
Mem. No. A70332  
Date: 17.02.2024  
Place: Kochi



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## NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) In accordance with the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
- 3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 4) The Company has appointed Mr. Vivek Rawal, Partner of **M/s. Vikas Verma & Associates**, Firm of Practicing Company Secretaries as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Friday, March 22, 2024 and will be displayed on the website of the Company at [www.sssinfo.in](http://www.sssinfo.in) and intimated to Stock Exchanges and shall also be intimated to CDSL and Cameo Corporate Services Limited (RTA).
- 5) The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Cameo Corporate Services Limited (RTA), Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on **Friday, February 16, 2024 ('Cut-off date')** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars mentioned above and SEBI Circular dated May 13, 2022, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting and Postal Ballot Forms only.
- 6) The E-voting period begins at **09.00 A.M (IST) on Tuesday, February 20, 2024 and ends at 5.00 P.M.(IST) on Wednesday, March 20, 2024.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., February 16, 2024 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
- 7) The last date for the E-voting i.e., **March 20, 2024 (Tuesday)** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at [www.sssinfo.in](http://www.sssinfo.in) until the last date for the E-voting.
- 8) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the



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Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.

- 9) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Ernakulam

**10) THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on 09.00 A.M (IST) on Tuesday, February 20, 2024 and ends at 5.00 P.M.(IST) on Wednesday, March 20, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 16, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) 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.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.



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





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	hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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 or joining virtual meeting & voting during the meeting.

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

(iii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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



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

	For Shareholders holding shares in Demat Form and other individual and Physical Form than
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li></ul>

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < SAFA SYSTEMS & TECHNOLOGIES LIMITED > on which you choose to vote.



- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [office@sssinfo.in](mailto:office@sssinfo.in). (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).



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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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

**By Order of the Board  
For Safa Systems & Technologies Limited**

**Sd  
Rupal Pandey  
Company Secretary and Compliance Officer  
Mem. No. A70332**

**Date: 17.02.2024**

**Place: Kochi**



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

**The following explanatory statement pursuant to Section 102(1) of the Act, sets out all material facts relating to the special business mentioned in the accompanying notice of the Postal Ballot.**

### **Item No. 01**

In view of issuance of Equity shares under Share SWAP Agreement with shareholders of Kanone Technologies Private Limited and Effective Lifestyle Private Limited the Company proposes to increase its Authorized Share Capital of the Company from existing 15,50,00,000/- (Indian Rupees Fifteen Crore and Fifty Lakh Only) divided into 1,55,00,000 (One Crore Fifty Five Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 27,50,00,000/- (Indian Rupees Twenty Seven Crore Fifty Lakh Only) divided into 2,75,00,000 (Two Crore Seventy Five Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each. Accordingly, the Company requires to pass an Ordinary Resolution to increase the Authorized Share Capital and alteration of **Clause V** of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

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

The Board recommends that the resolution set out at Item No. 1 be passed as an **Ordinary Resolution**.

### **Item No 02**

The Company has a strategic vision of expansion and to achieve the same the Board of Directors of the Company, at its meeting held on Saturday, February 17, 2024, has considered acquisition of Effective Lifestyle Private Limited and Kanone Technologies Private Limited by virtue of stock swap, Effective Lifestyle Private Limited is engaged in the business of selling software packages and applications, enterprise resource planning, network management, outsourcing related services and other services in the field of information technology, Kanone technologies private limited is engaged in the business of exporters, importers, buyers, distributors, sellers, and or dealers in all or any types of electrical and electronic products, Telecom Products, Smart Phones, Mobile Devices, IT Products, Computer Peripherals, components and accessories, Machines and Mechanical Items, components and accessories, and any other Products, Items or things Indigenous to or Obtainable within India or any other Country of the World, and all other work which is ancillary to the above purpose.

As per the Agreement, the Company has agreed to pay a consideration of INR 16,75,80,000/- (Rupees Sixteen Crores Seventy Five Lakhs Eighty Thousand Only) ("**Purchase Consideration**"), payable by way of issuance of shares of the Company.

As per the terms of the Share Swap Agreement dated February 17, 2024 entered into between Safa Systems & Technologies Limited, Shareholder of Effective Lifestyle Private Limited and Shareholder of Kanone Technologies Private Limited for succession and expansion of Business, the consideration for such swapping of shares & issue of 1,19,70,000 (One Crore Nineteen Lakhs Seventy Thousands Only ) Equity Shares to the Shareholders of Effective Lifestyle Private Limited and Kanone Technologies Private Limited on the price of Rs. 14/- which is not less than the price determined by Valuation Report dated February 17<sup>th</sup>, 2024 i.e. Rs. 13.31/- aggregating to INR 16,75,80,000/- (Rupees Sixteen Crores Seventy Five Lakhs Eighty Thousand Only) and such consideration was agreed to be discharged



by the Company by way of offer, issue and allotment of fully paid-up Equity Shares on Preferential Issue in terms of Chapter V of the SEBI (ICDR) Regulations.

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / Stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/Act/SEBI.

Pursuant to the provisions of Section 62(1)(C) of the Act and SEBI (ICDR) Regulations, 2018 approval of the members is required for the proposed allotment of Equity Shares on a preferential basis to the Proposed Allottees. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with rules made thereunder including SEBI (ICDR) Regulations, 2018 and in terms of the provisions of the LODR Regulations.

**The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:**

### **1. Objects of the issue:**

The object of the proposed issue and allotment of Equity Shares is to discharge the part of the Purchase Consideration payable to the Subscriber for the purchase of their acquisition of 1040000 equity shares representing 51% paid-up equity capital of Kanone Technologies Private Limited (“**KTPL**”) owned by Proposed Allottee(s) and 67,70,000 equity shares representing 100% paid-up equity capital of Effective Lifestyle Private Limited (“**ELPL**”) owned by Proposed Allottee(s) as mentioned in resolution at Item No. 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

### **2. Maximum number of specified securities to be issued:**

1,19,70,000 (One Crore Nineteen Lakh Seventy Thousand Only) equity shares of the Company having face value of INR 10/- (Rupees Ten only) per equity share at an issue price of INR 14/- each including at a premium of INR 04/- per share amounting to INR 16,75,80,000/- (Rupees Sixteen Crore Seventy Five Lakhs Eighty Thousand Only/-), which is not less than the floor price determined as per the provisions of Regulation 163,164 & 166A of SEBI (ICDR) Regulations, 2018 (“**Subscription Shares**”).

### **3. Basis on which the price has been arrived at:**

The Issue Price, in terms of the provisions of Regulation 163(3), 164 & 166A of Chapter V of the SEBI (ICDR) Regulations 2018 has been fixed at **INR 14/-** per Equity Share as per Valuation Report dated 17<sup>th</sup> February, 2024 from Mr. Subodh Kumar Registered Valuer (IBBI/RV/05/2019/11705) has been obtained for valuation of shares under the Act appointed by the Company is published on the website [www.sssinfo.in](http://www.sssinfo.in).

Also, the proposed allotment is more than five per cent. of the post issue fully diluted share capital of the issuer to M/s Quadralyst Private Limited & M/s Shree Charbhuj Commodities Private Limited, therefore Valuation has been made as per regulation 166A of SEBI (ICDR) Regulations, 2018.

Also, Certificate from M/s. Vikas Verma & Associates, represented by Mr. Vivek Rawal, confirming the compliance with the issue price for the proposed preferential issue of the Company, based on the pricing formula / methodology prescribed under Chapter V of SEBI ICDR Regulations.



**4. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Company intends to acquire 100% equity shares of Effective Lifestyle Private Limited (“ELPL”) & 51% equity shares of Kanone Technologies Private Limited (“KTPL”) and proposes to discharge the purchase consideration payable to shareholders of “ELPL” & “KTPL” by issue of Subscription Shares of the Company in accordance with applicable laws. As per Regulation 163(3), 164 & 166A of the SEBI (ICDR) Regulations, a valuation is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated 17<sup>th</sup> February, 2024 from Mr. Subodh Kumar Registered Valuer (IBBI/RV/05/2019/11705) having office at 210, Wadhwa Complex, Street No. 10, Laxmi Nagar, Delhi-110092.

**5. Terms of Issue of the Equity Shares, if any.**

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

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

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group.

**7. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is **Monday, February 19, 2024** being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e. the last date specified for voting, i.e. Wednesday, **March 20, 2024**.

**8. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoter, Directors or KMPs intends to subscribe to the equity shares on Preferential Issue basis.

**9. The time frame within which the allotment shall be completed:**

The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

**10. 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 issue of the Equity Shares.

**11. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:**



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No allotment made during the year.

## 12. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:

Sr. No.	Category	Pre-Issue		Proposed Issue	Post-Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
A	<b>Promoters' holding</b>					
1	Indian:				-	-
	Individual	1,03,40,700	68.58	-	1,03,40,700	38.23
	Bodies Corporate	7,36,850	4.89	-	7,36,850	2.72
	<b>Sub-Total</b>	<b>1,10,77,550</b>	<b>73.47</b>	<b>-</b>	<b>1,10,77,550</b>	<b>40.95</b>
2	Foreign Promoters	-	-	-	-	-
	<b>Sub-Total (A)</b>	<b>1,10,77,550</b>	<b>73.47</b>	<b>-</b>	<b>1,10,77,550</b>	<b>40.95</b>
B	<b>Non-Promoters' holding:</b>	-	-	-	-	-
1	Institutional Investors			-	-	-
	Foreign portfolio Investor Category I	0	0		0	0
	Foreign portfolio Investor Category II	0	0		0	0
2	Non-Institutions:	-	-	-	-	-





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Resident Individuals	35,70,000	23.67	42,50,000	78,20,000	28.91
Directors and Relatives	-	-	-	-	-
Non-Resident Indian	1,10,000	0.73	-	1,10,000	0.41
Bodies Corporate	1,20,000	0.80	42,60,000	43,80,000	16.19
<b>Any Others</b>					
Resident Individual HUF	2,00,000	1.33	-	2,00,000	0.74
Clearing Members	-	-	-	-	-
Firm	-	-	34,60,000	34,60,000	12.79
<b>Sub-Total (B)</b>	<b>40,00,000</b>	<b>26.53</b>	<b>1,19,70,000</b>	<b>1,59,70,000</b>	<b>59.05</b>
<b>GRAND TOTAL</b>	<b>1,50,77,550</b>	<b>100</b>	<b>1,19,70,000</b>	<b>2,70,47,550</b>	<b>100</b>

Notes:- 1. The above shareholding pattern has been prepared on the basis of shareholding as on September 30, 2023 as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.

**13. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

SI. No.	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of Equity Shares to be Allotted	Post issue holding	Post Issue Percentage
1.	M/S GEO INFRATECH	-	-	8,70,000	8,70,000	3.22
2.	MR. SIRAJ B A	-	-	4,30,000	4,30,000	0.91
3.	MR. SIDDIK N I	-	-	4,30,000	4,30,000	0.91
4.	M/S HORIZON TRADES	-	-	8,70,000	8,70,000	3.22



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5.	M/S FUTUREX TRADING CO	-	-	8,50,000	8,50,000	3.14
6.	MRS. NADEERA K A	-	-	2,80,000	2,80,000	1.03
7.	MR. NAVAS B H	-	-	3,00,000	3,00,000	1.08
8.	MRS. SIMITHA JAMAL	-	-	3,00,000	3,00,000	1.11
9.	M/S KUTUB INTERNATIONAL TRADING	-	-	8,70,000	8,70,000	3.22
10.	MR. RAHUL JAIN	-	-	9,00,000	9,00,000	3.33
11.	MR. ROHAN JAIN	-	-	9,10,000	9,10,000	3.36
12.	M/S. QUADRALYST PVT LTD	-	-	24,60,000	24,60,000	9.10
13.	M/S. SHREE CHARBUJA COMMODITIES PVT LTD	-	-	18,00,000	18,00,000	6.65
14.	MS. SHRISHTI AGRAWAL	50,000	0.033	7,00,000	7,50,000	2.77
	<b>Total</b>			<b>1,19,70,000</b>	<b>1,20,20,000</b>	<b>44.44</b>

#### 14. Report of Registered Valuer:

The valuation of the Target Company is based on the independent valuation report dated 17<sup>th</sup> February, 2024 received from Mr. Subodh Kumar Registered Valuer (IBBI/RV/05/2019/11705) in compliance with provisions of Regulation 163(3), 164 & 166A of the SEBI (ICDR) Regulations.

#### 15. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of Proposed Allottees (Non-Promoter Category)	Category	Present pre-issue shareholding		Number of Equity Shares to be Allotted	Post issue shareholding		Ultimate Beneficial Owner
		Pre-issue holding	% of shares		Post issue holding	Post Issue Percentage	
M/S GEO INFRATECH	Non-Promoter	NIL	NIL	8,70,000	8,70,000	3.22	Mohammad Aslam
MR. SIRAJ B A	Non-Promoter	NIL	NIL	4,30,000	4,30,000	0.91	
MR. SIDDIK N I	Non-Promoter	NIL	NIL	4,30,000	4,30,000	0.91	
M/S HORIZON TRADES	Non-Promoter	NIL	NIL	8,70,000	8,70,000	3.22	Ms. Swetha K Solaman
M/S FUTUREX TRADING CO	Non-Promoter	NIL	NIL	8,50,000	8,50,000	3.14	Mr. Suhile P A



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MRS. NADEERA K A	Non-Promoter	NIL	NIL	2,80,000	2,80,000	1.03	
MR. NAVAS B H	Non-Promoter	NIL	NIL	3,00,000	3,00,000	1.08	
MRS. SIMITHA JAMAL	Non-Promoter	NIL	NIL	3,00,000	3,00,000	1.11	
M/S KUTUB INTERNATIONAL TRADING	Non-Promoter	NIL	NIL	8,70,000	8,70,000	3.22	Mohammed Kunju
MR. RAHUL JAIN	Non-Promoter	NIL	NIL	9,00,000	9,00,000	3.33	
MR. ROHAN JAIN	Non-Promoter	NIL	NIL	9,10,000	9,10,000	3.36	
M/S. QUADRALYST PVT LTD	Non-Promoter	NIL	NIL	24,60,000	24,60,000	9.10	Mr. Madhulika Yadav Karun
M/S. SHREE CHARBHUJA COMMODITIES PVT LTD	Non-Promoter	NIL	NIL	18,00,000	18,00,000	6.65	Mr. Sagar Jain
Ms. SHRISHTI AGRAWAL	Non-Promoter	50000	0.033	7,00,000	7,50,000	2.77	

## 16. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

## 17. Compliance Certificate:

The Certificate from M/s Vikas Verma and Associates, (FRN: P2012DE081400) Practicing Company Secretary, New Delhi confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached as Annexure-I and will be displayed on the website of the company at the link [www.sssinfo.in](http://www.sssinfo.in).

## 18. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## 19. Lock-in of Equity Shares:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.



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20. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter as required under **Regulation 163(1) (J)** is mentioned below:

Sr. No.	Name of Allottees	Current Status	Status after Proposed Preferential	PAN
01	M/S Geo Infratech	Non- Promoter	Non- Promoter	ABAFG4898D
02	Mr. Siraj B A Ali	Non- Promoter	Non- Promoter	AWQPA5282N
03	Mr. Siddik N I	Non- Promoter	Non- Promoter	ACHPI8862K
04	M/S Horizon Trades	Non- Promoter	Non- Promoter	AAQFH5419N
05	M/S Futurex Trading Co	Non- Promoter	Non- Promoter	AAJFF4477H
06	Mrs. Nadeera K A	Non- Promoter	Non- Promoter	FLTPA0681N
07	Mr. Navas B H	Non- Promoter	Non- Promoter	AYQPN0386G
08	Mrs. Simitha Jamal	Non- Promoter	Non- Promoter	CIZPJ0127Q
09	M/S Kutub International Trading	Non- Promoter	Non- Promoter	ABBFK2762K
10	Mr. Rahul Jain	Non- Promoter	Non- Promoter	BAAPJ5981J
11	Mr. Rohan Jain	Non- Promoter	Non- Promoter	AJXPJ4095Q
12	M/S. Quadralyst Pvt Ltd	Non-Promoter	Non-Promoter	AAACQ4472B
13	M/S. Shree Charbhujia Commodities Pvt Ltd	Non-Promoter	Non-Promoter	AABCR4890B
14	Ms. Shrishti Agrawal	Non-Promoter	Non-Promoter	DACPA8196J

21. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- 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 wilful defaulter/Fraudulent Borrower.
- 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.

22. Other Disclosure(s):

- The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
- During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.



# Safa Systems & Technologies Limited

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The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice.

**The Board recommends that the resolution set out at this item be passed as Special Resolution.**

**By Order of the Board  
For Safa Systems & Technologies Limited**

Sd/-  
**Rupal Pandey**  
**Company Secretary and Compliance Officer**  
**Mem. No. A70332**  
**Date: 17.02.2024**  
**Place: Kochi**



# Safa Systems & Technologies Limited

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## POSTAL BALLOT FORM (Pursuant to Section 110 of the Companies Act, 2013)

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

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 17<sup>th</sup> February, 2024 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Increase in authorized share capital of the company and consequential alteration of memorandum of association of the company			
2.	To consider and issue of equity shares to the shareholders of Kanone Technologies Private Limited and Effective Lifestyle Private Limited by virtue of share swap.			

Place:

Date:(Signature of the Member)

### Notes:

Please read the instructions printed overleaf carefully before exercising the vote.  
Last date for receipt of the Postal Ballot form by the Scrutinizer is 20/03/2024

## **INSTRUCTIONS:**

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.

The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on Wednesday, 20<sup>th</sup> March, 2024 at 5:00 p.m. (IST)Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.

The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.

In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).

Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing tick mark (√) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.

Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.

Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.

Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.

**The Resolution, if approved, will be taken as passed effectively on the last date of e-voting/receipt of physical ballot papers i.e. Wednesday, 20<sup>th</sup> March, 2024.**