

SNS PROPERTIES AND LEASING LIMITED

CIN: L38210DL1985PLC020853

Regd. Office: Unit 204 Plaza P-3 Central Square 20 Manohar Lal, Khurana Marg Bara Hindu Rao,
Delhi Sadar Bazar, Delhi, India- 110006

[E-Mail: sns.prop.ltd@gmail.com] [Tel. No. 7992313157] [Website: www.snsind.in]

Notice

NOTICE is hereby given that an **Extra-ordinary General Meeting (“EGM”)** of the Members of **SNS Properties and Leasing Limited** will be held on **Thursday, the 22nd day of May, 2025 at 4:00 P.M.** through **Video Conferencing (VC)/Other Audio-Visual Means (OAVM)**, to transact the following special business:

Special Business

1. ISSUANCE OF UPTO 5,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO PROPOSED PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreement(s) entered into by the Company with the Metropolitan Stock Exchange India Limited (“**MSEI**”) (“**Stock Exchange**”) on which the Equity Shares of the Company having face value of ₹10/- (Rupees Ten Only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 5,00,000 (Five Lakh) Equity Shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up (“**Equity Shares**”) for cash, at an issue price of ₹10/- (Rupees Ten Only) per share, aggregating upto ₹50,00,000/- (Rupees Fifty Lakh Only) (“**Total Issue Size**”), which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, by way of preferential issue on private placement basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below-mentioned persons (“**Proposed Allottees**”):

S. No.	Name of the Proposed Allottee(s)	Category	No. of Equity Shares to be issued
1.	Ms. Shweta Kalra	Currently: Proposed Promoter Post Open Offer under the SEBI (SAST) Regulations, 2011: Promoter	2,50,000
2.	Ms. Rachna Kalra	Currently: Proposed Promoter Post Open Offer under the SEBI (SAST) Regulations, 2011: Promoter	2,50,000
Total			5,00,000

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RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the Issue Price of Equity Shares, is **Tuesday, April 22, 2025**, being the date that is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the stock exchange and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this Resolution provided that where the issue and allotment of the proposed Equity Shares 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 of receipt of last of such approval and that the allotment of Equity Shares to the Proposed Promoters is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the SEBI (SAST) Regulations, 2011 or date of receipt of all statutory approvals required for completion of open offer under the SEBI (SAST) Regulations, 2011, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Section 42 and 62 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such Equity Shares on MSEI where the shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this Resolution for issue and allotment of Equity Shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company to the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid Resolution, including issue of offer letter, making necessary filings with the stock exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or other regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any director(s)/ company secretary/ or officer(s) of the Company or any other authorized persons 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."

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Date: 25th April, 2025

By Order of the Board

Registered Office: Unit 204, Plaza P-3,
Central Square 20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Sadar Bazar, Delhi, 110006

Sd/-
(Sujata Kumari)
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its circular dated **December 28, 2022**, read together with circulars dated **May 5, 2020**, **April 13, 2020**, and **April 8, 2020** (collectively, the "MCA Circulars"), has permitted convening of Extraordinary General Meetings ("EGMs") through **Video Conferencing ("VC")** or **Other Audio Visual Means ("OAVM")**, without physical presence of Members at a common venue. In compliance with the MCA Circulars, provisions of the **Companies Act, 2013** ("the Act"), and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations"), the EGM is being conducted through VC/OAVM. The **deemed venue** for the EGM shall be the Registered Office of the Company at **Unit 204, Plaza P-3, Central Square, 20 Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006**.
2. Since the EGM is being held pursuant to the MCA Circulars through VC/OAVM, **physical attendance of Members has been dispensed with**. Consequently, the facility for appointment of proxies will **not be available** and the **Proxy Form, Attendance Slip, and Route Map** are not annexed to this Notice.
3. Participation of Members through VC/OAVM will be counted for the purpose of **quorum** under Section 103 of the Act.
4. As the Company's shares are under **compulsory demat trading**, Members holding shares in **physical form** are advised to **dematerialize** their holdings to ensure better service and mitigate risks associated with physical securities.
5. Members are informed that **SEBI**, through its circulars **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated **November 3, 2021** and **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687** dated **December 14, 2021**, has mandated the **furnishing/updating of PAN, KYC details (Address, Mobile No., Email ID, Bank Details), and Nomination details** by holders of physical securities. Members holding shares in physical mode are requested to complete and submit applicable forms (**ISR-1, ISR-2, ISR-3, SH-13, SH-14**) annexed with this Notice.
6. Members holding shares in **dematerialized form** are requested to notify any change in address, email ID, or bank details directly to their respective **Depository Participants (DPs)**. The Company will not entertain such requests directly from demat holders.
7. Members desiring to raise queries on matters listed in the Notice may write to the Company at its Registered Office or email the Company at least **10 (ten) days before the date of the EGM**.
8. Relevant documents referred to in the Notice are available for inspection at the Registered Office of the Company during business hours on working days, up to the date of the EGM.
9. The Notice of the EGM is available on the websites of the Company at www.snsind.in, on the Stock Exchange (Metropolitan Stock Exchange) at www.msei.in and on the website of CDSL at www.cdslindia.com.
10. Members holding shares in **physical mode** who have not registered their email addresses are requested to do so by sending a signed request to the Company's **Registrar and Share Transfer Agent (RTA)**, **M/s. Skyline Financial Services Private Limited**, at admin@skylinerta.com, mentioning their **Folio Number, Name, Address, and Email ID**, along with a **self-attested copy of their PAN**.

To support the **Green Initiative**, Members are encouraged to receive documents in electronic form by providing their email IDs.

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11. Members holding shares in **dematerialized mode** are requested to **register/update their email addresses** with their respective DPs.
12. In compliance with MCA and SEBI Circulars, the Notice of the EGM along with the **Explanatory Statement** is being sent only through **electronic mode** to Members whose email addresses are registered with the Company/Depository Participants.
13. As per the provisions of Section 72 of the Act and circular(s) issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are required to register the same by submitting Form No. SH-13 with Company or its RTA. If a member desires to opt out or cancel the earlier nomination & record the fresh nomination, he/ she may submit the same in Form ISR-3/ SH-14 as the case may be.

The Members holding shares in demat mode are requested to submit their nomination mandate with their Depository participant.
14. Pursuant to **Section 108 of the Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, and **Regulation 44 of the SEBI Listing Regulations**, the Company is pleased to provide **remote e-voting** facility for the EGM. The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") to facilitate voting through electronic means.
15. Members attending the EGM through VC/OAVM who have not cast their votes by remote e-voting shall be **eligible to vote during the EGM**. Members who have already cast their votes by remote e-voting shall be entitled to attend the EGM but shall **not be permitted to vote again**.
16. The Board of Directors has appointed **M/s. Hemant Kumar Sajnani & Associates, Practicing Company Secretary (Membership No. F7348)**, as **Scrutinizer** to scrutinize the remote e-voting and voting at the EGM in a fair and transparent manner.
17. The Scrutinizer shall, after conclusion of voting at the EGM, unblock the votes cast through remote e-voting and e-voting at the EGM, in the presence of at least two witnesses not in the employment of the Company, and submit a consolidated report of voting results to the Chairman or any person authorized by him.
18. The **results of voting** shall be declared within **two working days** from the conclusion of the EGM and shall be placed on the websites of the Company (www.snsind.in), CDSL (www.cdslindia.com), and be communicated to the Stock Exchange.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of **Section 108 of the Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, **Secretarial Standards, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and in accordance with the applicable MCA and SEBI circulars, the Company is pleased to provide its Members the facility to exercise their right to vote on the resolutions proposed to be passed at the **Extraordinary General Meeting (EGM)** by **remote e-voting** and **e-voting during the EGM**. The Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** to provide the e-voting facility.

Members may cast their votes remotely using the electronic voting system ("remote e-voting") during the period mentioned below. The facility for e-voting will also be made available during the EGM for Members attending the meeting through VC/OAVM who have not cast their votes through remote e-voting.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting: 9:00 A.M. (IST) on Monday, 19th May, 2025
- End of remote e-voting: 5:00 P.M. (IST) on Wednesday, 21st May, 2025

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The remote e-voting module shall be disabled thereafter by CDSL.

The cut-off date for determining the eligibility of members to vote is Thursday, 15th May, 2025.

Members who have already voted through remote e-voting shall not be entitled to vote again at the EGM.

Instructions relating to the process and manner for voting electronically are mentioned below:

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 remote e-voting period begins on **Monday, 19th May, 2025 at 9:00 A.M. (IST)** and ends on **Wednesday, 21st May, 2025 at 5:00 P.M. (IST)**. 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., Thursday, 15th May, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
- (ii) Shareholders who have already voted through remote e-voting prior to the meeting date shall not be entitled to vote again during the EGM. However, they may attend the EGM through VC/OAVM.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 www.cdslindia.com and click on login icon & New System Myeasi Tab.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 & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.5) After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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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: https://eservices.nsdl.com 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 SNS Properties and Leasing Limited or e-Voting service provider name i.e. CDSL and you will be re-directed to website of CDSL for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on SNS Properties and Leasing Limited or CDSL and you will be redirected to the website of CDSL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 SNS Properties and Leasing Limited or CDSL and you will be redirected to the website of CDSL for casting your vote during the remote e-Voting period.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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) 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.
- 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,

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- 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 and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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.
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">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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN i.e. **250424002** for the relevant < SNS PROPERTIES AND LEASING LIMITED> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page. 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.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **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 and register themselves in the “Corporates” module.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com with a copy marked to sns.prop.ltd@gmail.com and sajnanihemant09@gmail.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 at sajnanihemant09@gmail.com and to the Company at the email address viz; sns.prop.ltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/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 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 or call at toll free no. 1800 22 55 33.

General Guidelines for shareholders

1. Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sajnanihemant09@gmail.com with a copy marked to Company at sns.prop.ltd@gmail.com and to CDSL at evoting@cdslindia.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.cdslindia.com. to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.cdslindia.com. or send a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
4. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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5. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
6. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
7. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

20. INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC/OAVM:

1. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available on first come first served basis who are allowed to attend the EGM without restriction on account of first come first served basis.
2. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may gain access by following the process mentioned in **Step 1: Log-in to CDSL e-Voting system**. After successful login, Members should click on the “VC/OAVM link” placed under “Join General Meeting” menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of the Company (i.e. **250424002**) is displayed.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions at the EGM with regard to any matter to be placed at the EGM, need to register themselves as a speaker and may send their questions by sending their request from registered e-mail id- mentioning their name, DP ID and Client ID / Folio number and mobile number, so as to reach the Company's email address sns.prop.ltd@gmail.com at least 48 hours in advance before the start of the EGM. The same will be replied by the Company suitably.
6. Only those Members who have registered themselves as a speaker shall be allowed to express their views/ask questions during the EGM, depending upon the availability of time.
7. The Company reserves the right to restrict the number of speakers at the EGM.

21. OTHER INSTRUCTIONS:

1. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
2. The voting rights of the shareholders (for voting through remote e-voting or e-voting at EGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on **15th May, 2025 (i.e. the “Cut-Off Date”)**.
3. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the EGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after Friday, 18th April, 2025 (i.e., BENPOS date considered for dispatch of the Notice), and holds shares as on the **cut-off date i.e., Thursday, 15th May,**

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2025, may obtain the login ID and password by sending a request to evoting@cdslindia.com, or to the Company at sns.prop.ltd@gmail.com, or to its Registrar and Share Transfer Agent at admin@skylinerta.com. However, if you are already registered with CDSL for remote e-voting, you can use your existing user ID and password to cast your vote. In case you have forgotten your password, you may reset it by using the “Forgot User Details/Password” or “Physical User Reset Password” option available at www.evoting.cdslindia.com or call the toll-free number **1800 22 55 33** for assistance.

5. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after the BENPOS date and are holding shares as on the **cut-off date i.e., 15th May, 2025**, they may follow the steps mentioned in this Notice under “**Step 1: Log-in to CDSL e-Voting system**” to cast their votes electronically.
6. **Mr. Hemant Kumar Sajnani**, Practising Company Secretary (Fellow Membership No. F7348 and Certificate of Practice No. 14214), has been appointed as the **Scrutinizer** to scrutinize the e-voting process (remote e-voting and e-voting during the EGM) in a fair and transparent manner. The Scrutinizer has consented to act as such.
7. The Chairman shall, at the EGM, after the conclusion of discussion on the resolution, allow e-voting for all members who are present through VC/OAVM and have not cast their votes through remote e-voting.
8. The Scrutinizer shall, after the conclusion of voting at the EGM, scrutinize the votes cast during the Meeting and those cast through remote e-voting and submit a consolidated **Scrutinizer’s Report** to the Chairman or any person authorized by him within **2 working days** of conclusion of the Meeting. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the website of the Company (www.snsind.in) and on the website of CDSL (www.evoting.cdslindia.com) and will also be communicated to the **Metropolitan Stock Exchange of India Limited (MSEI)**.
9. The Scrutinizer, appointed by the Board of Directors, shall unlock the votes cast through remote e-voting and during the EGM in the presence of at least two (2) witnesses who are not in the employment of the Company and prepare a consolidated report of the votes cast in favour or against, if any, and submit the same to the Company within the prescribed time.
10. The voting results will be declared within **2 working days** of the EGM. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.snsind.in and communicated to the **Metropolitan Stock Exchange of India Limited**.
11. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company is permitted to send the Notice of General Meetings through electronic mode. Members are requested to support this “**Green Initiative**” by registering/updating their email addresses with the Depository Participant (in case of shares held in dematerialized form) or with the Registrar & Transfer Agent, **Skyline Financial Services Pvt. Ltd., New Delhi**, by emailing admin@skylinerta.com, or with the Company at sns.prop.ltd@gmail.com (in case of shares held in physical form).
12. The Notice of the EGM and other relevant documents will also be available on the Company’s website at www.snsind.in.

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors of the Company, in its meeting held on Wednesday, April 23, 2025 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 5,00,000 (Five Lakh) Equity Shares having face value of ₹10/- (Rupees Ten only) per Equity Share, at a price of ₹10/- (Rupees Ten Only) each, aggregating upto ₹50,00,000/- (Rupees Fifty Lakh Only) to the Proposed Allottees on preferential basis.

Further, in accordance with the provisions contained in Regulation 166A of SEBI ICDR Regulations, as the proposed preferential issue could result in change in control of the Company, the Independent Directors of the

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Company met on April 23, 2025 prior to the Board meeting and after considering all the aspects relating to the preferential issue including pricing, recommended the issue to the Board unanimously. The said meeting was attended by all the independent directors of the Company.

In accordance with Section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Act and rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis.

The information as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board at its meeting held on April 23, 2025 approved the proposal of raising funds by way of issue and allotment of upto 5,00,000 (Five Lakh) Equity Shares having face value of ₹10/- (Rupees Ten only) per Equity Share, at a price of ₹10/- (Rupees Ten Only) each, aggregating upto ₹50,00,000/- (Rupees Fifty Lakh Only) to the Proposed Allottees on preferential basis, subject to the approval of the members of the Company and such other approvals as may be required.

b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in compliance with SEBI ICDR Regulations, up to an aggregate of 5,00,000 (Five Lakh) Equity Shares having face value of ₹10/- (Rupees Ten Only) each, to the Proposed Promoter(s) at an Issue Price of ₹10/- (Rupees Ten Only) per share (being not less than the price calculated in terms of SEBI ICDR Regulations).

c) Purpose/Object of the preferential issue:

The funds raised through the preferential issue are intended to be utilised by the Company to support its strategic growth initiatives including exploration of new business opportunities, strategic investments, working capital requirements and General corporate purposes

d) Basis on which the price has been arrived at along with report of the registered valuer

The Board of the Company has fixed the Issue price of ₹10/- (Rupees Ten Only) which is above the floor price as determined by the Registered Valuer appointed by the Company in compliance with the requirements of the SEBI ICDR Regulations. The Minimum price is ₹10/- (Rupees Ten Only) per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations.

The shares of the Company are listed on Metropolitan Stock Exchange of India Limited (“MSEI”) and are infrequently traded and the Articles of Association of the Company does not provide for any particular method of determination of price, however, since the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to the allottees (or to allottees acting in concert), therefore, the price for Preferential Issue is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBB/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018 in accordance with regulation 164 and regulation 166A of SEBI ICDR Regulations. The Report of Registered Valuer confirming the minimum price for preferential issue as per chapter V of SEBI ICDR Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of the Extraordinary General Meeting and is also available on the website of the Company at <https://snsind.in/wp-content/uploads/2025/04/Valuation-Report-of-Registered-Valuer-1.pdf>

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e) Recommendations and voting pattern of the committee of independent directors of the Company:

The Committee of Independent Directors (“IDC”), at its meeting held on April 23, 2025, has considered the proposal to undertake the Preferential Issue to the investors. The IDC considered that the issue price of ₹10/- (Rupees Ten Only) per Share has been determined in accordance with the SEBI ICDR Regulations taking into account the Valuation Report which sets out and has taken into consideration various valuation approaches along with the rationale provided for weightages given to each of the valuation approaches and the justification provided by the Valuer for their assessment. The issue price also includes a control premium on account of change in control of the Company pursuant to the Preferential Issue and upon completion of the Open Offer. Thus, IDC was of the view that the issue price of ₹10/- (Rupees Ten Only) per Share and the proposed Preferential Issue is fair and reasonable. The voting pattern of the meeting of the IDC held on April 23, 2025 is set out below:

S. No.	Name of the Independent Director	Assent	Dissent
1	Ms. Anisha Malik	Yes	-
2	Mr. Rishabh Talwar	Yes	-
3	Mr. Raj Kumar	Yes	-

f) Relevant Date:

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is **Tuesday, April 22, 2025**, i.e., the date 30 (Thirty days) prior to the date of this EGM which is scheduled to be held on Thursday, May 22, 2025 to consider and approve the Preferential Issue.

g) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

The proposed preferential allotment is to be made to Ms. Shweta Kalra and Ms. Rachna Kalra, who presently belongs to ‘Non-Promoter’ category. However, post the completion of the Preferential Issue and the Open Offer as detailed below, they shall be classified into ‘Promoter’ category of the Company.

Further the Company was informed that Mr. Anil Kumar (“**Current Promoter**”) have entered into a Share Purchase Agreement (“**SPA**”) on April 23, 2025, to sell 73,250 Equity Shares representing 7.33% of the present issued equity share capital of the Company to Ms. Shweta Kalra and Ms. Rachna Kalra [the Proposed Allottees, also referred to as “**Acquirers**”]. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”).

Post the completion of the Preferential Issue and the Open Offer, Ms. Shweta Kalra and Ms. Rachna Kalra would be classified into “Promoter” category of the Company.

h) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. (i) below.

i) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:

S. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity share to be issued	Post- Issue equity Shareholding (Post SPA and Preferential allotment)	
				No. of Shares	% of holding		No. of Shares	% of holding*

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1.	Ms. Shweta Kalra	Currently: Proposed Promoter Post Open Offer under SEBI SAST Regulations: Promoter	Not Applicable	Nil	Nil	2,50,000	2,86,625 [#]	19.11%
2.	Ms. Rachna Kalra	Currently: Proposed Promoter Post Open Offer under SEBI SAST Regulations: Promoter	Not Applicable	Nil	Nil	2,50,000	2,86,625 [#]	19.11%

*Calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹1,50,00,000 (Rupees One Crore Fifty Lakh Only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

[#]These include the shares transferred to the Proposed Promoters pursuant to the Share Purchase Agreement dated Wednesday, April 23, 2025.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares, the Proposed Allottees i.e. Ms. Shweta Kalra and Ms. Rachna Kalra shall acquire and exercise control in the Company.

j) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, if applicable, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions or within such further period as may be prescribed or allowed by SEBI, stock exchange or other concerned authorities.

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares to the Proposed Promoter Acquirer will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per the SEBI SAST Regulations or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI SAST Regulations.

k) Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Proposed Promoters' are likely to be as follows:

S. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	#Post-Issue Shareholding (Post SPA and Preferential allotment)		##Post-Issue Shareholding (Post preferential allotment and completion of open offer)	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares	No. of equity shares held*	% of Shares*
A	Promoter & Promoter Group Shareholding							
A1	Indian Promoter	73,250	7.33%	5,00,000	5,73,250	38.22%	9,63,250	64.22%

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A2	Foreign Promoter	-	-	-	-	-	-	-
	Sub Total (A)	73,250	7.33%	5,00,000	5,73,250	38.22%	9,63,250	64.22%
B	Public Shareholding							
B1	Institutions	0	0.00%		0	0.00%	5,36,750	35.78%
B2	Institutions (Domestic)							
	Banks	0	0.00%		0	0.00%		
B3	Institutions (Foreign)	0	0.00%		0	0.00%		
B4	Central Government/ State Government(s)/ President of India	0	0.00%		0	0.00%		
B5	Non-Institutions	0	0.00%		0	0.00%		
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	7,64,479	76.45%	-	7,64,479	50.97%		
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,46,471	14.65%	-	1,46,471	9.76%		
	Non-Resident Indians (NRIs)	0	0.00%	-	0	0.00%		
	Bodies Corporate	15,800	1.58%	-	15,800	1.05%		
	Any Other (specify)	0	0.00%	-	0	0.00%		
	Sub Total B= B1+B2+B3+B4+B5	9,26,750	92.68%	-	9,26,750	61.78%	5,36,750	35.78%
	Total Shareholding (A+B)	10,00,000	100.00%	5,00,000	15,00,000	100.00%	15,00,000	100.00%

In the post issue shareholding, Ms. Shweta Kalra and Ms. Rachna Kalra, the Proposed Allottees and the Acquirers, have been included in the Promoter Category. These include the shares transferred to the Acquirers pursuant to the Share Purchase Agreement dated Wednesday April 23, 2025.

Pursuant to the completion of Open Offer, the shares held by the existing promoter, namely Mr. Anil Kumar, will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

Notes:

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- (1) The pre-issue shareholding pattern is as on the latest **BENPOS date i.e. 18th April, 2025.**
(2) Post shareholding structure may change depending upon any other corporate action in between.

l) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be a change in the management or control of the Company pursuant to the Share Purchase Agreement and the allotment of the Equity Shares to Proposed Promoters.

m) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not made any allotment on a preferential basis.

n) Principal terms of assets charged as securities:

Not applicable.

o) Material terms of raising such securities:

The proposed Equity Shares to be created, offered, issued and allotted shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

p) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

S. No.	Name of Allottee	Current Status	Post Status
1	Ms. Shweta Kalra	Currently: Non-Promoter	Promoter
2	Ms. Rachna Kalra	Currently: Non-Promoter	Promoter

r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

S. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	Ms. Shweta Kalra	19.11%
2.	Ms. Rachna Kalra	19.11%

*Calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹1,50,00,000 (Rupees One Crore Fifty Lakh Only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and successful completion of the open offer, Ms. Shweta Kalra and Ms. Rachna Kalra (the Proposed Allottees) shall acquire and exercise control in the Company.

s) Amount which the company intends to raise by way of such securities

up to ₹50,00,000/- (Rupees Fifty Lakh Only) in aggregate.

t) Certificate of Practicing Company Secretary:

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website at <https://snsind.in/shareholders-meeting-postal-ballot/>

u) Other Disclosures/ Undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures

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required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.

- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding due to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this Notice will be sent in respect of the Extra-ordinary General Meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the Proposed Allottees, if any, in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013.
- xi. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Act.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the special resolution as set out in Item No. 1 for your approval.

None of the Directors and/or the Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution, other than to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Date: 25th April, 2025

**Registered Office: Unit 204, Plaza P-3,
Central Square 20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Sadar Bazar, Delhi, 110006**

By Order of the Board

**Sd/-
(Sujata Kumari)
Company Secretary & Compliance Officer**