

# PRASAD MILLS LIMITED

CIN: U17119GJ1914PLC000041

Regd Office: 578/6, Office No. 13, Madhuvan Building, Nr. Madalpur Nala,  
Gujarat College Road, Ellisbridge, Ahmedabad, Gujarat, India -380006

Email Id: riverfrontppl@gmail.com

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting (EGM)** of the Members of **Prasad Mills Limited** will be held on **Friday, 6<sup>th</sup> March 2026, at 11:00 A.M.** at **Ellisbridge Gymkhana, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat, India - 380006** to transact the following business:

### ORDINARY BUSINESS

#### ITEM NO. 1: TO APPOINT M/S G.K. CHOKSI & CO., CHARTERED ACCOUNTANTS, AHMEDABAD AS THE STATUTORY AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS

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

**"RESOLVED THAT** pursuant to the provisions of **Sections 139, 141 and other applicable provisions** of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the approval of the members of the Company, be and is hereby accorded to appoint **M/s G.K. Choksi & Co., (Firm Registration No. 101895W)**, Chartered Accountants, Ahmedabad as the **Statutory Auditor of the Company** to hold office for a period of 05 consecutive years from FY 2025-26 to FY 2029-30, at such remuneration as may be decided by any of the directors viz. Mr. Shaan Zaveri and/or Mr. Anand Shah in consultation with the Auditors;

**RESOLVED FURTHER THAT**, any Directors of the Company, be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

### SPECIAL BUSINESS:

#### ITEM NO. 2: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Sections 61(1)(a) and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company, be and is hereby accorded to increase the Authorised Share Capital of the Company from **₹50,00,000/- (Rupees Fifty Lakh only)** divided into:

- **18,000 Equity Shares of ₹250/- each** aggregating to **₹45,00,000/-**, and
- **4,000 6.43% (Taxable) Cumulative Redeemable Preference Shares of ₹125/- each** aggregating to **₹5,00,000/-**,

to **₹8,00,00,000/- (Rupees Eight Crore only)** divided into:

- **3,18,000 Equity Shares of ₹250/- each** aggregating to **₹7,95,00,000/-**, and
- **4,000 6.43% (Taxable) Cumulative Redeemable Preference Shares of ₹125/- each** aggregating to **₹5,00,000/-**;

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly to reflect the increased Authorised Share Capital as below:

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V. The Share Capital of the Company is Rs. 8,00,00,000/- (Eight Crore) divided into:

- 3,18,000 Equity Shares of ₹250/- each aggregating to ₹7,95,00,000/-, and
- 4,000 6.43% (Taxable) Cumulative Redeemable Preference Shares of ₹125/- each aggregating to ₹5,00,000/-,

**RESOLVED FURTHER THAT**, any Directors of the Company, be and are hereby severally authorised to file the necessary forms, returns and documents with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

### ITEM NO. 3: TO ALTER THE OBJECT CLAUSE OF THE MOA OF THE COMPANY

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

**"RESOLVED THAT**, pursuant to the provisions of **Section 13** and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Consent of the Members of the Company, be and is hereby accorded for Alteration of the existing Object Clause 3 of the Memorandum of Association by substituting it with the following new clause:

1. To carry on the business in India or elsewhere of construction, development of commercial, residential and industrial premises, retails, offices, serviced apartments, hotels, showrooms, warehouses, logistics facilities, including acquiring, managing, developing, maintaining, selling, leasing and marketing of any of such properties to hold on ownership or leasehold rights basis and to carry on and engage in any and all activities necessary or incidental to above including to act as advisor, managerial, technical, operational and administrator thereon.
2. To implement, follow and adhere to the provisions of the scheme of compromise and arrangement between the Company, its members and creditors, which was sanctioned by the High Court of Gujarat vide the Judgement dated 10<sup>th</sup> November 2023 in O.J. Appeal No.13 of 2019 in Company Petition No. 264 of 2008.

**RESOLVED FURTHER THAT**, the draft of the amended Memorandum of Association placed before the members be and is hereby approved;

**RESOLVED FURTHER THAT**, any Directors of the Company, be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to this resolution."

### ITEM NO. 4: TO CHANGE THE NAME OF THE COMPANY

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

**"RESOLVED THAT**, pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government (power delegated to the Registrar of Companies), consent of the Members of the Company, be and is hereby accorded for changing the name of the Company to '**Riverworks Realty Limited**', name as approved by the Registrar of Companies, Ahmedabad

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**RESOLVED FURTHER THAT**, the Memorandum of Association and Articles of Association of the Company be altered accordingly to reflect the new name;

**RESOLVED FURTHER THAT**, any Directors of the Company, be and are hereby severally authorised to make an application for name availability, file the necessary forms, returns and documents with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

## **ITEM NO. 5: TO ADOPT NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT**, pursuant to the provisions of Sections 4, 5, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the Members of the Company, be and is hereby accorded for adoption of the new set of the Memorandum and Articles of Association of the Company, being in conformity with Table F of Schedule I to the Companies Act, 2013, reflecting the revised name of the Company altered Object Clause, be and is hereby approved;

**RESOLVED FURTHER THAT**, the draft of new Memorandum of Association and Articles of Association placed, as placed before the members, be and are hereby approved;

**RESOLVED FURTHER THAT**, any Directors of the Company, be and are hereby severally authorised to file the necessary forms, returns and documents with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

## **ITEM NO. 6: TO RATIFY THE RECONSTRUCTED STATUTORY RECORDS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, and in view of the fact that the statutory records of the Company for earlier periods were not made available by the Official Liquidator upon conclusion of the liquidation proceedings, the consent of the shareholders of the Company, be and is hereby accorded to ratify, approve, and confirm all actions taken by the Board of Directors for reconstruction, reconstitution, and updating of the statutory records and registers of the Company, including but not limited to the Register of Members, Register of Directors and Key Managerial Personnel, Register of Charges, Register of Contracts and Arrangements in which Directors are interested, and other statutory records, on the basis of available records, filings, certified copies, information obtained from statutory authorities, and other lawful sources;

**RESOLVED FURTHER THAT**, the reconstructed statutory records and registers of the Company, as placed before this meeting, be and are hereby approved and adopted by the Shareholders as the statutory records of the Company for all purposes under the Companies Act, 2013;

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**RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and are hereby authorised to make such corrections, updates, filings, disclosures or certifications as may be required from time to time in connection with the reconstructed records and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution."

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
2. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. All documents referred to in this Notice will be available for inspection at the Registered Office between 11:00 A.M. to 1:00 P.M. up to the date of the EGM.
6. Members are requested to bring a valid photo identity proof, such as Aadhaar Card, for verification at the meeting. Where a proxy is appointed, a valid photo identity proof of both the Member and the Proxy is required.
7. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.

**By Order of the Board**

For **Prasad Mills Limited**

  
\_\_\_\_\_  
**Shaan Zaveri**  
**Director**  
**DIN: 00114826**

Date:30/01/2026  
Place: Ahmedabad



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102

### ITEM NO. 1: To appoint M/s G.K. Choksi & Co., Chartered Accountants, Ahmedabad as the Statutory Auditor of the Company for a term of 5 (Five) consecutive years

The Members are informed that pursuant to the provisions of Section 139 of the Companies Act, 2013, the Company is required to appoint a Statutory Auditor for a term of five consecutive years.

The Board of Directors, at its meeting held on 30<sup>th</sup> January, 2026, has recommended the appointment of **M/s G.K. Choksi & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 101895W)** as Statutory Auditors of the Company for a term of **five (5) consecutive years from FY 2025-26 to FY 2029-30**, subject to approval of the Members.

The remuneration payable to the Auditors will be decided by the Board of Directors in consultation with the Auditors.

The Board recommends the resolution set out in Item No. 1 for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

### ITEM NO. 2: To increase the Authorised Share Capital of the Company

The existing Authorised Share Capital of the Company is **₹50,00,000/-**. In order to meet the present and future capital requirements of the Company and to enable it to raise funds as stated in the approved Scheme of Compromise and Arrangement between Prasad Mills Ltd and its creditors/members, the Board of Directors has considered it necessary to increase the Authorised Share Capital to **₹8,00,00,000/-**.

This increase necessitates alteration of **Clause V of the Memorandum of Association** of the Company pursuant to Sections 61 and 64 of the Companies Act, 2013.

The Board of Directors, at its meeting held on **30th January, 2026**, has approved the proposal and recommends the same for approval of the Members.

The resolution is proposed as an **Ordinary Resolution**.

The Board recommends the resolution set out in Item No. 2 for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

### ITEM NO. 3: To alter the Object Clause of the Company

The Members are informed that the Company proposes to modify and expand its business activities by entering into the real estate development and allied sectors.

Accordingly, it is proposed to alter **Clause III (Object Clause)** of the Memorandum of Association to reflect the revised business activities, as set out in the resolution.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause requires approval of the Members by way of a **Special Resolution**.

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The Board of Directors has approved the proposed alteration at its meeting held on **30th January, 2026**, and recommends the resolution for Members' approval.

A copy of the existing and proposed Memorandum of Association will be available for inspection at the Registered Office of the Company during business hours.

The Board recommends the resolution set out in Item No. 3 for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

## **ITEM NO. 4: To change the Name of the Company**

The Board of Directors is of the opinion that the existing name of the Company does not adequately reflect the revised business activities of the Company.

Accordingly, it is proposed to change the name of the Company from "**Prasad Mills Limited**" to "**Riverworks Realty Limited**" as approved by the Registrar of Companies, Ahmedabad.

The change of name requires approval of the Members by way of a **Special Resolution** under Section 13 of the Companies Act, 2013; and approval of the Registrar of Companies.

The Board recommends the resolution set out in Item No. 4 for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

## **ITEM NO. 5: To adopt New Memorandum and Articles of Association of the Company**

Consequent upon the proposed change in name of the Company and alteration of the Object Clause, it is necessary to adopt a **fresh set of Memorandum of Association and Articles of Association** in conformity with the Companies Act, 2013.

The proposed new MOA and AOA incorporate:

- The revised name of the Company;
- The altered Object Clause; and
- Updated provisions aligned with the Companies Act, 2013 and Table F.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, adoption of a new set of MOA and AOA requires approval of the Members by way of **Special Resolution**.

The Board recommends the resolution set out in Item No. 5 for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

## **ITEM NO. 6: To ratify the reconstructed the Statutory records of the Company**

The Company was under liquidation pursuant to the orders of the Hon'ble Court from 23rd August, 1988 until 10th November, 2023, during which period the affairs of the Company were administered by the Official Liquidator.

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Upon conclusion of the liquidation proceedings and restoration of the management of the Company, it was observed that certain statutory records and registers of the Company for earlier periods were not made available or handed over by the Office of the Official Liquidator, despite due efforts made by the Company.

In order to ensure compliance with the provisions of the Companies Act, 2013 and to regularise the statutory records of the Company, the Board of Directors, at its meeting held on **30th January, 2026**, approved the reconstruction, reconstitution and updating of the statutory records and registers of the Company on the basis of information and documents lawfully available.

The reconstructed statutory records include, inter alia, the Register of Members, Register of Directors and Key Managerial Personnel, Register of Charges and other statutory registers as required under the Companies Act, 2013.

In order to place the matter beyond doubt and to provide transparency and legal sanctity to the reconstructed records, the Board considered it appropriate to place the matter before the Members for their ratification and confirmation.

The Board recommends the resolution set out in Item No. 6 for approval of the Members.

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

**BY ORDER OF THE BOARD  
PRASAD MILLS LIMITED**



\_\_\_\_\_  
**Shaan Zaveri**  
**Director**  
**DIN: 00114826**



Date:30/01/2026  
Place: Ahmedabad

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## ATTENDANCE SLIP

### Extra Ordinary General Meeting

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No./Membership No.: .....

Name: .....

Address: .....

.....

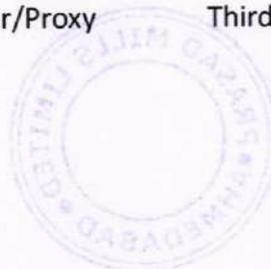
I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Friday, 6th March 2026, at 11:00 A.M. at Ellisbridge Gymkhana, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat, India - 380006

.....  
First Holder/Proxy

.....  
Second Holder/Proxy

.....  
Third holder/Proxy



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## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN: U17119GJ1914PLC000041

**Name of the company:** Prasad Mills Limited

**Registered office:** 578/6, Office No 13, Madhuvan Building, Nr Madalpur nala, Gujarat College Road,  
Ellisbridge, Ahmedabad, Gujarat, India, 380006

Name of the member (s)	:	
Registered address	:	
E-mail Id	:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ....., or failing him
2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ....., or failing him
3. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Friday, 6th March 2026, at 11:00 A.M. at Ellisbridge Gymkhana, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat, India - 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolutions:

Sr. No.	Resolution	Type
1	Appointment of Statutory Auditor	Ordinary
2	Increase in Authorised Share Capital	Ordinary
3	Alteration of Object Clause of the Memorandum of Association	Special
4	Change in Name of the Company	Special
5	Adoption of New Set of MOA & AOA upon Change of Name of the Company	Special
6	Ratification of reconstructed Statutory records of the Company	Special

Signed this..... day of ..... 2026

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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## Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

## POLLING PAPER

FOR EXTRAORDINARY GENERAL MEETING HELD ON FRIDAY, 06<sup>TH</sup> MARCH, 2026 AT 11.00 A.M. AT  
ELLISBRIDGE GYMKHANA, NEAR LAW GARDEN, ELLISBRIDGE, AHMEDABAD, GUJARAT, INDIA - 380006

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No.	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Item Particulars	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	Appointment of Statutory Auditor			
2	Increase in Authorised Share Capital			
3	Alteration of Object Clause of the Memorandum of Association			
4	Change in Name of the Company			
5	Adoption of New Set of MOA & AOA upon Change of Name of the Company			
6	Ratification of reconstructed Statutory records of the Company			

Place: Ahmedabad

Date: 06<sup>th</sup> March 2026

(Name & Signature of Proxy) (Signature of Shareholders)

Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

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Route Map of Extra-Ordinary General Meeting: <https://maps.app.goo.gl/9zdHAWKDzDxBQNW26>



**Venue of the Extra Ordinary General Meeting:**

Ellisbridge Gymkhana, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat, India – 380006.