



# MANVIJAY DEVELOPMENT COMPANY LIMITED

Reg. Office No. 701/B, 7th Floor, Platinum Arcade, J.S.S. Road, Near Girgaon Church, Charni Road, Mumbai - 400004. Maharashtra Email: manvijaydcl@yahoo.com Website: www.manvijay.com  
CIN : L45208MH1982PLC264042

**Ref: MDCL/BSE/2019**

**Date:- 28/11/2019**

To,  
The Corporate Relationship Department  
BSE Limited  
P.J. Towers, 1<sup>st</sup> Floor, Dalal Street,  
Mumbai - 400 001.

**Ref: Manvijay Development Company Ltd (Script Code: 538970)**

Dear Sirs,

Sub:- Outcome of Postal Ballot and Disclosure of Voting Results as per the requirements of Regulation 30, 44 (3) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended along with Scrutinizer Report.

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In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Postal Ballot Result along with the Scrutinizer's Report taken for:

- 1) Change in object clause and the matters which are necessary for the furtherance of objects and alteration of the memorandum of association of the company (Special Resolution) and
- 2) To consider re-classification of promoters of the company (Ordinary Resolution) through Postal Ballot.

The Voting period was closed on November 27, 2019 and the Scrutinizer has submitted their report on November 28, 2019. Thereafter the result of the voting was declared on November 28, 2019 by the Chairman of the Company.

The Special Resolution and Ordinary Resolution in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Thanking you,

Yours Faithfully,

For Manvijay Development Company Limited

  
Yatin Sanjay Gupte  
(Managing Director)  
DIN: 07261150  
Encl:- as above



## Voting Results

|  |                  |
|--|------------------|
| Date of the AGM/EGM/Notice of Postal Ballot  | October 18, 2019 |
| Record date  | October 18, 2019 |
| Total number of shareholders on record date  | 553              |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | N.A<br>N.A       |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public:           | N.A<br>N.A       |

| <b>Resolution required: (Ordinary/ Special)</b>                                  |                      |                           | Item No. 1. Special Resolution: Change in object clause and the matters which are necessary for the furtherance of objects and alteration of the memorandum of association of the company |  |                                 |                               |   |   |
|--|----------------------|---------------------------|---|--|---------------------------------|-------------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                      |                           | No  |  |                                 |                               |   |   |
| Category   | Mode of Voting       | No. of Shares held<br>(1) | No. of Votes Polled<br>(2)  | No. of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| <b>Promoter and Promoter Group</b>   | <b>E-Voting</b>      | 4528800                   | 4528800   | 100.0000   | 4528800                         | 0                             | 100.0000  | 0.0000  |
|  | <b>Poll</b>          |                           | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|  | <b>Postal Ballot</b> |                           | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|  | <b>Total</b>         | 4528800                   | 4528800   | 100.0000   | 4528800                         | 0                             | 100.0000  | 0.0000  |
| <b>Public-Institutions</b>   | <b>E-Voting</b>      | Nil                       | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|  | <b>Poll</b>          | Nil                       | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|  | <b>Postal Ballot</b> | Nil                       | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|  | <b>Total</b>         | Nil                       | Nil   | Nil  | Nil                             | Nil                           | Nil   | Nil   |
| <b>Public-Non Institutions</b>   | <b>E-Voting</b>      | 1951200                   | 6311  | 0.3234   | 6302                            | 9                             | 99.8574   | 0.1426  |
|  | <b>Poll</b>          |                           | N.A   | N.A  | N.A                             | N.A                           | N.A   | N.A   |
|  | <b>Postal Ballot</b> |                           | 906500  | 46.4586  | 906500                          | 0                             | 100.0000  | 0.0000  |
|  | <b>Total</b>         | 1951200                   | 912811  | 46.7820  | 912802                          | 9                             | 99.9990   | 0.0010  |
| <b>Total</b>   |                      | 6480000                   | 5441611   | 83.9755  | 5441602                         | 9                             | 99.9998   | 0.0002  |

| <b>Resolution required: (Ordinary/ Special)</b>                                  |                       |                               | Item No. 2. To consider re-classification of promoters of the company |  |                                     |                                   |   |   |
|--|-----------------------|-------------------------------|---|--|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                       |                               | No  |  |                                     |                                   |   |   |
| <b>Category</b>  | <b>Mode of Voting</b> | No. of Shares held<br><br>(1) | No. of Votes Polled<br><br>(2)  | No. of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br><br>(4) | No. of Votes – against<br><br>(5) | % of Votes in favour on votes polled<br><br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br><br>(7)=[(5)/(2)]*100 |
| <b>Promoter and Promoter Group</b>   | <b>E-Voting</b>       | 4528800                       | 4528800   | 100.0000   | 4528800                             | 0                                 | 100.0000  | 0.0000  |
|  | <b>Poll</b>           |                               | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
|  | <b>Postal Ballot</b>  |                               | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
|  | <b>Total</b>          | 4528800                       | 4528800   | 100.0000   | 4528800                             | 0                                 | 100.0000  | 0.0000  |
| <b>Public-Institutions</b>   | <b>E-Voting</b>       | Nil                           | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
|  | <b>Poll</b>           | Nil                           | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
|  | <b>Postal Ballot</b>  | Nil                           | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
|  | <b>Total</b>          | Nil                           | Nil   | Nil  | Nil                                 | Nil                               | Nil   | Nil   |
| <b>Public-Non Institutions</b>   | <b>E-Voting</b>       | 1951200                       | 6311  | 0.3234   | 6302                                | 9                                 | 99.8574   | 0.1426  |
|  | <b>Poll</b>           |                               | N.A   | N.A  | N.A                                 | N.A                               | N.A   | N.A   |
|  | <b>Postal Ballot</b>  |                               | 906500  | 46.4586  | 906500                              | 0                                 | 100.0000  | 0.0000  |
|  | <b>Total</b>          | 1951200                       | 912811  | 46.7820  | 912802                              | 9                                 | 99.9990   | 0.0010  |
| <b>Total</b>   |                       | 6480000                       | 5441611   | 83.9755  | 5441602                             | 9                                 | 99.9998   | 0.0002  |

**SANTOSHKUMAR KAMLESHCHANDRA PANDEY**  
**Practicing Company Secretary**

ACS No. 8546 / COP No. 5484

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Mob.: +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in



SCRUTINIZER'S REPORT

To,

Board of Director,  
**MANVIJAY DEVELOPMENT COMPANY LIMITED**  
**Corporate Office:**  
C-222, GIDC Makarpura Industrial Estate,  
Vadodara-390010

Dear Sir,

I, Santoshkumar K. Pandey, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Manvijay Development Company Ltd ("Company") for the purpose of scrutinizing the Postal Ballot and E-voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions passed by Postal Ballot.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from October 29, 2019 (9.00 a.m.) to November 27, 2019 (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on November 27, 2019 after 5:00 p.m.

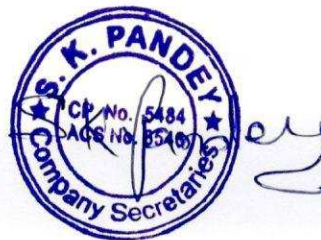
Special Business:

**ITEM NO - 1: CHANGE IN OBJECT CLAUSE AND THE MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF OBJECTS AND ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company by substitution/deletion of certain clauses in the following manner:-

- (i) Further, Clause III (A) of the MOA be altered by substituting sub-clause(s) 1, 2, 3 and 4 with the following sub-clause(s) 1, 2 and 3 respectively:
  1. To export, import, buy, sell, act as agent, produce, manufacture, trade or otherwise deal in all kinds of Consumer Goods, Ayurvedic Products, Herbal Products, Medical Products, Dairy Products, Electric Vehicles, Electronic Products Including Development And Trading Of Mobile/Computer Based Application Games and Play Station, merchandise, edible oils, coal, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing substances, Steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, bullion, Jewellery,



diamond, sapphires, ruby, topaz, garnet, Emerald, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, Machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods product, hydrocarbons, derivatives, Computers and Allied products and other articles goods capable of being imported, exported and traded and otherwise deals in commodities, goods articles and things through wholesale and retail market, bidding and online platform including Company website and other shopping portal and to act as a band to carry on the agency business and To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, night clubs, cabarets and swimming pools and Turkish baths and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers and manufactures of aerated mineral and artificial water and other drinks and to carry on any other trade or business whatsoever of a like and similar nature.

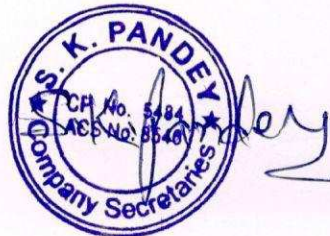
2. To carry on business as manufacturers, producers, importers, exporters, traders, buyers, sellers, suppliers, indenters, agents, sub-agents, jobbers, brokers, repairers, cleaners, or otherwise deal in automobiles, motor cars, lorries, vans, motor-cycles, cycle-cars, motors, scooters, and other vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all description whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animals or other power, engines, chassis, bodies, other parts and components, accessories and all machinery, implements, utensils, appliances, apparatuses, lubricants, solutions, enamels and all things capable of being used for, in, or in connection with the manufacture, maintenance and working of motors or other vehicles and other things or in the construction of any track or surface adapted for the use thereof. To carry on the business of garage keepers, showroom owners for motors and vehicles and suppliers of and dealers in petrol, electricity and other motive power for motors and other vehicles.
3. To operate efficient and safe air services within India and elsewhere for transport of passengers, mail and cargo for commercial or other purposes and to execute all modes of aerial work for this purpose acquire / or to take on lease aircraft, airships, helicopters and hovercraft. To acquire by purchase, lease, or hire or in any other manner, aircraft, hovercraft or helicopters and simulators in India or abroad, and to repair, overhaul, reconstruct, assemble or recondition the same or other ancillary machines, parts, accessories thereof and also to acquire, fabricate any parts, accessories, instruments of aircrafts, hovercrafts or simulators or other ancillary machines.

(ii) By replacing the heading of existing Clause III (B) as under:

"Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under":-

(iii) By replacing the existing sub-clause 1 to 30 under "Clause III (B)" of the MOA by substituting the following sub-clause(s) 1 to 35 under "Clause III (B)" respectively:

1. To open Bank Account or Accounts in India or abroad and that the Bank be instructed to honour all Cheques, Promissory notes and other instruments drawn by and all bills accepted on behalf of the Company whether such account be in credit or overdrawn and to accept and credit to the account of the company all monies deposited with or owing by the Bank on any account/accounts at any time or times kept or to be kept in the name of the company and the amount of all Cheques, notes, bills, other negotiable instruments, orders or receipts provided they are endorsed/signed by the authorized person of the company for the time being on behalf of the company and such signature(s) shall be sufficient authority to bind the company in all transactions between the Bank and the Company including those specifically referred to therein.
2. To draw, make, accept, discount, execute, endorse and issue bills of exchange and other promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments or securities.
3. To borrow or raise money, other than public deposits, in such manner as the company shall think fit and in particular by the issue of equity, warrants, debentures or debenture stock, perpetual or any other class of securities, including debentures or debenture-stock convertible into shares of this or any other company or companies and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon all or any of the property, assets or revenue of the company (both present and future), including its uncalled capital, by special assignment or otherwise, and to transfer or convey the same absolutely on trust and to give the lenders power of the same and other powers as may seem expedient and to purchase, redeem, exchange; vary, extend or pay off and from time to time



reissue any such securities and also by a similar mortgage, charge or lien, secure and guarantee the performance by the Company of any person or company as the case may be.

4. To secure the payment of moneys borrowed or raised or owing or the performance of obligations incurred by the company, by the creation and issue of redeemable or irredeemable or perpetual debenture bonds, debenture-stock payable to bearer or otherwise or by mortgages, charges or other securities, and to further secure or collaterally Trust all such powers of management and realization and also such powers of supervision, control, vote and otherwise as the company may consider expedient.
5. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things, contracts or performances required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
6. To undertake, financial and commercial obligations, transactions and operations including borrowings from banks/ financial institutions/ such other institutions for the purpose of company.
7. To guarantee the performance of the obligations of and payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which directly or indirectly to further the objects of the Company or the interests of the shareholders.
8. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations\instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, and generally to guarantee or become surety for the performance of any contracts or obligations.
9. Subject to provisions of the Companies Act, 2013, and/or other law for the time being in force, to lend and advance money or give credit, with or without security, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company, guarantee the performance of any contract or obligation of any company, firm or person and to guarantee the payment and repayment of the capital and of the principal, dividend, interest or premium payable on any stock, shares or securities, debentures, debentures-stock, mortgages, loan or other securities issued by any company, corporation, firm or person, including(without prejudice to the generality of the aforesaid) bank overdrafts, bills of exchange and promissory notes and generally to give guarantee and indemnities, so however, that the Company shall not do any Banking business as defined in the Banking Regulations Act, 1949.
10. Subject to the provisions of the Companies Act 2013, to invest moneys of the Company, not for the time being required, for any of the purposes of the company in such investment (other than shares or stock of this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
11. To pay for any property acquired by the Company and remunerate any persons, firms or body corporate rendering services to the Company either by cash payment or by allotment of shares or securities of the Company or other company promoted by the company.
12. To sell, mortgage, exchange, grant leases, licenses, easements and other rights; to improve, manage, develop and turn to account or deal with whole or part of the property, assets, investments, undertakings, rights and effects of the Company, for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
13. To purchase, acquire or undertake or takeover the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business, profession or activity which the Company is authorized to carry on, or possess property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration, if any, in money, shares, debentures, moneys' worth or otherwise as may be deemed fit.



14. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, brevets, inventions, licenses, trademarks, formulas, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses in respect of or otherwise to turn to account or deal with the property rights or information so acquired.
15. To establish and maintain branches, agencies and local registers in India or any part of the world and to take such steps as may be necessary to give to Company such rights and privileges in any part of the world as may be thought desirable.
16. To insure the whole or any part of the property or profits or any kind of risk of the company, either fully or partially, to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
17. To purchase, acquire or otherwise obtain and to enter in technical, financial and/or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government; to sell, impart or otherwise disclose or transfer and to enter into any technical, financial or other collaboration with, any person, firm, company or body corporate or local body or authority or Government for sale, imparting of or disclose technical knowledge, know-how or any other secret technical or other information owned and/or possessed by the company.
18. To establish or promote or concur in establishing or promoting any company or companies whether in India or abroad and to register or establish wholly or partly owned subsidiaries, whether in India or abroad, for carrying on any business or profession, whether or not the objects of such subsidiary are similar to the objects of the Company.
19. To amalgamate, enter into partnership or into any arrangement for sharing profits or into any union of interests, joint-venture, reciprocal concession with Company or Companies carrying on, or engaged in, or about to carry on or engaged or being authorized to carry on or engage in, business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
20. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
21. To promote, establish, form, organize and to register or to aid, assist in the promotion establishment, formation, organization and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the company or any property in which the company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred, ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
22. To enter into any arrangement with any government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government authority or any corporation or other public body may be empowered to grant and to pay for, aid in, and contribute towards carrying on the same into effect.
24. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, the officers, Employees and Directors of, the Company or any parties for services rendered or to be rendered or in placing or assisting to place any shares in the Company's capital or any debentures, debenture stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business or activities.



25. To give to any directors, officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof, and for that purpose to enter into any agreements or arrangements.
26. To receive royalty, commission, fees or any similar payment from Government, state or Local Authority or company, firm or person, whether incorporated or not, consideration for the use of any drawings, maps, designs, software, computer programmes, patents, inventions, models, designs, secret formulae or processes or similar property, rights or information concerning technical or scientific knowledge, experience or skill made available or provided or agreed to be made available or provide to such entities or in consideration of technical and management consulting services rendered or agreed to be rendered to such entities.
27. To pay out of the funds of the Company, all or any of expenses which the Company may lawfully pay with respect to the formation, registration, promotion of this or any other company promoted by this company or the issue of its capital, including brokerage and commission for obtaining applications, or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities.
28. To create trusts for the welfare of members, directors, officers, employees, and/or their dependents, heirs and children and for any deserving objects and for other benefits of general public or section of public.
29. Subject to the provisions of the Companies Act, 2013, to accept gifts and to give gifts and donations from/to any person, in cash or kind, for any national, charitable, benevolent, public or useful purposes or to any institutions, clubs, societies, research associations, universities, colleges or any other persons or bodies.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of owners, officers and employees against loss by bad debts, strikes, combinations, fire, accidents, or otherwise or for the benefit of any employees and officers of the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, places of worship, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds for welfare of employees and officers.
31. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts calculated to benefit persons who are or have been Directors of or who are serving or who have been employed by or who are serving or have served the Company or any company which is a subsidiary or associate of the Company or its predecessors in business or the dependents of such persons and to grant pensions and allowance and to make payment towards insurance and to communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein
32. To make pecuniary grants by way of donation, bonus, subscription, allowance, provident funds, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the company or otherwise and widows, orphans and dependents of any such persons and to or in aid of Association or funds for the benefit of any of those objects and to hospital and for other charitable or benevolent object or
33. To issue any share or securities which the company has power to issue, fully or partly paid up, as the whole or part of the purchase price of any property acquired by the Company or in consideration of services rendered to the company or for other valuable consideration.
34. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit, and in particular, for shares, debentures, securities of any other Company having objects altogether or in part similar to those of this Company.
35. To institute, conduct, defend, compound any legal proceedings by or against the company or its officers or others concerning the affairs of the company, and pay, satisfy or compromise any claims by or against the company or any of its officers notwithstanding that the claim may not be valid at law.





(iv) The existing Clause III (C) comprising clauses 1 to 10 are deleted permanently.

**RESOLVED FURTHER THAT** the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

**ITEM NO. 2: TO CONSIDER RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY.**

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

"**RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of Open Offer by Yatin Sanjay Gupte and M/s. Wardwizard Solutions India Private Limited ("Acquirers"/ "New Promoters") under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange, shareholders of the Company and other appropriate Regulatory authorities, as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to designate the Acquirers to be Promoter and Promoter Group of the Company and re-classify "Outgoing Promoter and Promoter Group" i.e. Mr. Nitin Manohar Pradhan, Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and M/s. Preses Constructions Solutions Private Limited to "Public category" since the outgoing promoter and promoter group are neither involved in the management of the Company nor they exercise control over the affairs of the Company directly or indirectly and they are not holding any shares in the Company nor they are holding more than 10% of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

| Particulars                 | Outgoing Promoter & Promoter Group   | New Promoter & Promoter Group   |
|-----------------------------|--|---|
| Promoter and Promoter Group | 1) Mr. Nitin Manohar Pradhan,<br>2) Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and<br>3) Preses Constructions Solutions Private Limited | 1) Mr. Yatin Sanjay Gupte and<br>2) M/s. Wardwizard Solutions India Private Limited |

**RESOLVED FURTHER THAT** on approval of Stock Exchange and upon application for reclassification of the "Existing Promoter and Promoter Group" as "Public Category", the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:



- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Shall not be represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Shall not act as a key managerial person in the Company;
- vi. Are not a 'willful defaulter' as per the Reserve Bank of India Guidelines;
- vii. Are not a fugitive economic offender.

**RESOLVED FURTHER THAT** Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["LODR Regulations"] has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders and also when the new promoter replaces the previous promoter subsequent to the Open Offer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or Company Secretary or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

**RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded for seeking the approval of the shareholders at the ensuing General Meeting for the reclassification of the status of "outgoing promoters" as "Public" by including this item in the ensuing general meeting.

I Submit the Report on Postal Ballot as under:

1. The Company has completed by 24/10/2019 the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on 18/10/2019.
2. Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
3. The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
4. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company.
5. The ballot box in the Presence of Director was opened on 28/11/2019.
6. All postal ballot forms received up to working hours on 27/11/2019 at 5.00 p.m., the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
7. Envelopes containing Postal Ballot Forms received after 27/11/2019 at 5.00 p.m. was not considered for my scrutiny, if any. No envelopes were received after the working hours of 27/11/2019 at 5.00 p.m.
8. I did not find any defaced or mutilated ballot form paper.
9. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "The Free Press Journal", English Newspaper, and "Navsakti, Marathi newspaper in Mumbai edition on October 25, 2019, informing about the completion of dispatch of the Postal Ballot Notices.
10. On scrutiny, I report that out of 553 shareholders, Ten (10) shareholders have exercised their vote through e-voting and



Three (3) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of Postal Ballot results for the item placed for consideration by the members are given below;

**Item No. 1. Special Resolution: CHANGE IN OBJECT CLAUSE AND THE MATTERS WHICH ARE NECESSARY FOR THE FURTHERANCE OF OBJECTS AND ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

|   |  |                       |               |                                  |               |                                    |               |
|---|--|-----------------------|---------------|----------------------------------|---------------|------------------------------------|---------------|
| Total No. of Shareholders                             | 553  |                       |               |                                  |               |                                    |               |
| Total No. of Shares                                   | 6480000                                    |                       |               |                                  |               |                                    |               |
| Receipt of Postal Ballot Forms                        | November 27, 2019                          |                       |               |                                  |               |                                    |               |
| E-Voting start date & end date                        | From October 29, 2019 to November 27, 2019 |                       |               |                                  |               |                                    |               |
|   |  | Total Number of Votes |               | Votes in favor of the resolution |               | Votes in against of the resolution |               |
|   |  | No. of Votes          | No. of Shares | No. of Votes                     | No. of Shares | No. of Votes                       | No. of Shares |
| Total Votes Cast through e-Voting                     | A  | 10                    | 4535111       | 6                                | 4535102       | 4                                  | 9             |
| Total Votes Cast through Postal Ballot Forms Received | B  | 3                     | 906500        | 3                                | 906500        | 0                                  | 0             |
| Grand Total of e-voting/ Postal Ballot Form (A+B)     | C  | 13                    | 5441611       | 9                                | 5441602       | 4                                  | 9             |
| Less: Invalid e-voting/ Postal Ballot Forms           | D  | 0                     | 0             | 0                                | 0             | 0                                  | 0             |
| Net e-voting/ Postal Ballot Forms (C-D)               | E  | 13                    | 5441611       | 9                                | 5441602       | 4                                  | 9             |

| Category                    | Mode of Voting | No. of Shares held<br>(1) | No. of Votes Polled<br>(2) | No. of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-Voting       | 4528800                   | 4528800                    | 100.0000   | 4528800                         | 0                             | 100.0000  | 0.0000  |
|                             | Poll           |                           | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Postal Ballot  |                           | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Total          | 4528800                   | 4528800                    | 100.0000   | 4528800                         | 0                             | 100.0000  | 0.0000  |
| Public-Institutions         | E-Voting       | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Poll           | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Postal Ballot  | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Total          | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
| Public-Non Institutions     | E-Voting       | 1951200                   | 6311                       | 0.3234   | 6302                            | 9                             | 99.8574   | 0.1426  |
|                             | Poll           |                           | N.A                        | N.A  | N.A                             | N.A                           | N.A   | N.A   |
|                             | Postal Ballot  |                           | 906500                     | 46.4586  | 906500                          | 0                             | 100.0000  | 0.0000  |
|                             | Total          | 1951200                   | 912811                     | 46.7820  | 912802                          | 9                             | 99.9990   | 0.0010  |
| Total                       |                | 6480000                   | 5441611                    | 83.9755  | 5441602                         | 9                             | 99.9998   | 0.0002  |



**Item No. 2. TO CONSIDER RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY**

|   |  |                       |               |                                  |               |                                    |               |
|---|--|-----------------------|---------------|----------------------------------|---------------|------------------------------------|---------------|
| Total No. of Shareholders                             | 553  |                       |               |                                  |               |                                    |               |
| Total No. of Shares                                   | 6480000                                    |                       |               |                                  |               |                                    |               |
| Receipt of Postal Ballot Forms                        | November 27, 2019                          |                       |               |                                  |               |                                    |               |
| E-Voting start date & end date                        | From October 29, 2019 to November 27, 2019 |                       |               |                                  |               |                                    |               |
|   |  | Total Number of Votes |               | Votes in favor of the resolution |               | Votes in against of the resolution |               |
|   |  | No. of Votes          | No. of Shares | No. of Votes                     | No. of Shares | No. of Votes                       | No. of Shares |
| Total Votes Cast through e-Voting                     | A  | 10                    | 4535111       | 6                                | 4535102       | 4                                  | 9             |
| Total Votes Cast through Postal Ballot Forms Received | B  | 3                     | 906500        | 3                                | 906500        | 0                                  | 0             |
| Grand Total of e-voting/ Postal Ballot Form (A+B)     | C  | 13                    | 5441611       | 9                                | 5441602       | 4                                  | 9             |
| Less: Invalid e-voting/ Postal Ballot Forms           | D  | 0                     | 0             | 0                                | 0             | 0                                  | 0             |
| Net e-voting/ Postal Ballot Forms (C-D)               | E  | 13                    | 5441611       | 9                                | 5441602       | 4                                  | 9             |

| Category                    | Mode of Voting | No. of Shares held<br>(1) | No. of Votes Polled<br>(2) | No. of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-Voting       | 4528800                   | 4528800                    | 100.0000   | 4528800                         | 0                             | 100.0000  | 0.0000  |
|                             | Poll           |                           | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Postal Ballot  |                           | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Total          |                           | 4528800                    | 4528800  | 100.0000                        | 4528800                       | 0   | 100.0000  |
| Public-Institutions         | E-Voting       | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Poll           | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Postal Ballot  | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
|                             | Total          | Nil                       | Nil                        | Nil  | Nil                             | Nil                           | Nil   | Nil   |
| Public-Non Institutions     | E-Voting       | 1951200                   | 6311                       | 0.3234   | 6302                            | 9                             | 99.8574   | 0.1426  |
|                             | Poll           |                           | N.A                        | N.A  | N.A                             | N.A                           | N.A   | N.A   |
|                             | Postal Ballot  |                           | 906500                     | 46.4586  | 906500                          | 0                             | 100.0000  | 0.0000  |
|                             | Total          |                           | 1951200                    | 912811   | 46.7820                         | 912802                        | 9   | 99.9990   |
| Total                       |                | 6480000                   | 5441611                    | 83.9755  | 5441602                         | 9                             | 99.9998   | 0.0002  |

