

NAYSAA SECURITIES LIMITED

CIN- L67120MH2007PLC175208

Registered Office: 102/104, Shivam Chambers S. V. Road, Goregaon (W) Mumbai 400062

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Website: www.naysaasecurities.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of the Sections 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") and pursuant to applicable provisions of Securities and Exchange Board of India Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as the Special Resolution through Postal Ballot by the members of Naysaa Securities Limited ("The Company") only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent ("RTA" or "Registrar") - Bigshare Services Private Limited ("Bigshare"), and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has engaged the services of Bigshare to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through **i-Vote** website. Instructions on E-voting are enumerated as part of the Notice.

The Board of Directors of the Company, at its meeting held on Tuesday, 17th October, 2023 has appointed M/s. Nishant Jawa & Associates, Practicing Company Secretary (CP Number 6993), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or postal ballot forms to the Members of the Company and no physical ballot forms will be accepted. In accordance with the MCA Circulars, the Company has made necessary arrangements with Bigshare to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by Bigshare. The e-voting period shall commence at 09.00 A.M. IST on Thursday, 19th October, 2023 and end at 05.00 P.M. IST on Friday, 17th November, 2023. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Friday, 17th November, 2023. E-voting will be blocked by Bigshare immediately thereafter and voting will not be allowed beyond the said date and time.

The last date of e-voting, i.e. Friday, 17th November, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company or in his absence by such other Director of the Company duly authorised or Company Secretary of the Company, within two working days of the conclusion of the e-voting i.e. on Friday, 17th November, 2023. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.naysaasecurities.com and shall also be available at the Company's registered office.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1: - TO APPROVE ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association in a manner as follows:

The existing Clause (III) of the Memorandum of Association of the Company be replaced with the following new Clause(III):

III. The Objects for which the Company is established are:

(A) The objects to be pursued by the company on its Incorporation are:

1. To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.
2. To acquire, construct, own, run and manage and to carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, rest rooms, resorts, canteens, food courts, micro breweries, shops, stores, mobile food counters, eating houses, kiosks, outlets, cafeterias, dine in facility, take away and/or delivery based services, caterers, cafes, taverns, , refreshment rooms and lodging or apartments of housekeepers, service apartments, night clubs, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, exporters, importers, and manufacturers of aerated mineral and artificial water and other drinks, purveyors, caterers of public amusement generally and all business incidental thereto, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are: -

3. To alienate, transfer gift sell donate settle or dispose of any property of the Company with or without consideration to any person, including any trust, whether public or private, discretionary or specific, either by revocable or irrevocable, transfer or settlement and upon such terms and conditions as the Board of Directors may deem fit.
4. To invest and deal with moneys of the Company not immediately required into immovable properties, shares, bonds, debentures, obligations or other securities of any Company or associations or in government securities or in current or deposit account with banks or in the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the company for the time being and from time to time sell, vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in this behalf.
5. To purchaser acquire, take on lease or in exchange or any other lawful manner any area, land building structure sheds, godowns and to turn the same into account, develop alter, improve or renovate the same and dispose of or maintain the same for the purpose of the business of the Company.
6. To act as consultants; advisers, collaborators, contractors and operators and to render and provide any type of management or other services to any company or other organisation having similar objects.

7. To enter into any contract or arrangement or other dealing for the more efficient conduct of the traffic or business of the Company or any part thereof.
8. To Guarantee for the performances of discharge of any contracts or obligations, liabilities duties or the payment or repayment of any money by any person firm or Company, including such companies, which are or may come under the management or control of the Company or Governments of States and also to give indemnity or guarantee that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecate any properties of the Company as security for any advance to be made or any debt or obligations of any person, firm or Company.
9. To borrow or raise or secure the payment of money, or to receive money other than public deposits at interest or free of interest from time to time for any of the purpose of the Company by promissory notes or by taking credits in or opening current, overdraft, cash credit or loan accounts with any person, firm bank or bankers government or semi-government or financial institutions and whether with or without giving any security of goods or other property of the company or by such other means as the company may in its absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise charged upon all or any of the Company's property and assets, (Both present and future) including its un-called capital and to give the lenders power of sale or other power as may seem expedient and to purchaser redeem or payoff any such securities but shall not carry on banking business as defined in Banking Regulation Act 1949.
10. To Constitute any trust with view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or securities or other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit, to undertake and execute any such trusts and to issuer dispose of or hold any such preferred, deferred or other special stocks or securities.
11. To pay for any property, rights or privileges acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms and conditions as may be determined.
12. To pay out of the funds of the Company, all expenses of and incidental the promotion, formation, registration, advertisements and establishment of this Company or any other Company promoted by the Company or any other Company in which the Company is or may contemplate being interested and the issue and subscription of the share or loan capital including brokerage and/or commission for obtaining applications of all placing or assisting to place or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company.
13. In connection with the business of the Company, to establish, provide, maintain and conduct or otherwise subsidise, assist marketing researches, experiments of all kinds and to promote studies and research, investigations and invention by providing for the remuneration of scientific or technical professors or teachers and by providing for awards at exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments tests and inventions of any kind of the business, which the Company is authorised to carry on.
14. To purchase, erect, take on lease or in exchange or on hire, hire-purchase, or otherwise acquire real and personal property of all kinds and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company, or which may otherwise be deemed beneficial to or in interest of the Company in any manner whatsoever and in particular, any land, buildings,

easement, licences and concessions.

15. To acquire the whole or any part of the undertaking and assets of any business or take over as a going concern by purchase or on lease and to undertake to carry on the whole or any part of the business together with the goodwill and trade name property rights privileges, contracts or effect held or used in connection therewith and upon such acquisition to undertake the liabilities of any business, which is within the objects of the Company or which the Company is authorised to carry on and to pay for the same by shares debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up any such business.
16. To amalgamate, enter into Foreign or Indian technical, managerial and or/financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise, with any person, firm, corporation or government or company carrying on engaged in, or about to carry on, or engaged in similar business, undertaking or transaction, which the company is authorised to carry on or engaged in and to lend money, to guarantee the contracts or otherwise acquire and hold shares or securities of any such persons, firms or companies and to sell, hold. Re-issue with or without guarantee or otherwise deal with the same.
17. The Company may at any time invite and receive or without any such invitation receive any gifts of movable or immovable property and offerings or voluntary donations or bequests and legacies, either from the shareholders or from any person or give gifts of immovable or movable property and offerings or voluntary donations, bequests and legacies, either to the shareholders or to any other person for all or any of the objects of the Company with or without any special conditions provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company subject to the provisions of the Companies Act.
18. To promote, form and to be interested in and take hold and dispose of share in any other Company having objects similar altogether or in part, to those of this Company.
19. To place to reserve or to distribute as bonus shares the moneys arising from the sale by the Company of forfeited shares in conformity with the provisions of the Companies Act 1956.
20. To enter into, make and perform contracts and arrangements of any kind and description with corporate body, state or central government authorities, municipalities, local or persons that may seem conducive to the company's objectives or any of them and to obtain from such authority any rights, privileges, charters contracts, concessions licences that may seem to the Company conducive to exercise, utilisation of, turning to profit any assets or business of the Company.
21. To sell, transfer subject mortgage lease, manager develop, exchanger dispose of or transfer the immovable or movable property and undertaking of the company or any part thereof, or any part of the property rights and concessions of the Company in such a manner and upon such terms and condition and for such consideration as the Directors of the Company for the time being may think fit to accept and in particular for cash, shares (fully or partly paid up), debentures, debenture-stock, bonds and securities of any other Company whether promoted by this Company for the purpose or not, turn to account or otherwise deal with all or any part of the property and rights of the Company.
22. To lend or advance or deposit moneys belonging or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and other having dealings with the Company, with or without security, on such terms as may be thought proper and to invest, or otherwise employ such moneys in such manners as may be thought proper and from time to time to vary such transactions and to give guarantee or indemnity that may seem

expedient and to discount bills and to receive money or valuable on deposit at interest or otherwise.

23. To undertake, financial and commercial obligations transactions and operations of all kinds concerning with business which the Company is competent to carry on.
24. Subject to provisions of the Act, to distribute among the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
25. To open account with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw money from such accounts and generally operate upon same (whether overdrafts or not) as may be required for any of the objects or purposes of the Company.
26. To insure any of the persons, properties undertaking contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner whatsoever.
27. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
28. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise and/or to make donations to any persons Company or association and to subscribe or guarantee money for any nationals internationals charitable benevolent, educational public object, activity exhibition or trade shows which may conducive to the objects of the Company or in the interest of its members or for the welfare of the staff and generally to encourage, promote and reward studies researches, investigations experiments, tests and inventions.
29. To be interested in, promote and undertake the formation and establishment of such institutions, associations chambers of commerce or other bodies including societies, clubs and companies limited by guarantee whether formed for profit or non-profit activities business, within the objects of the Company and became member of such institutions associations and other bodies
30. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, supreme national, locals, municipal, or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by the other Company firm or person, which may be considered likely to prejudice the interest of the Company or its members and to promote or assist the promotions whether directly or indirectly of any legislation, which may appear to be in the interest of the Company and to oppose and resist legislation which may seem disadvantageous to the Company and to obtain from any Company, any charters contracts decrees rights, agents loans privileges or concessions, which the Company may think fit or desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights privileges or concessions.
31. To promote, form and aid in the promotion formation of any Company or companies having similar objects for the purpose of acquiring all or any of the property, undertakings rights and liabilities of such Company and to be interest in or take or otherwise acquire purchaser hold sell or otherwise dispose of shares debentures and other securities in or any such Company or any other company for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such Company and to undertake the management or other works, duties and

business of any such Company on such terms and conditions as may be determined.

32. To create any depreciation fund reserve fund, sinking fund, insurance fund dividend equalising fund, capital redemption fund or any other special fund, whether the depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose, whatsoever conducive to the interest of the Company.
33. To apply for secure, acquire by grant, legislative, enactment assignment, transfer, purchase or otherwise and to exercise carry out, enjoy any charter, licence, power, authority, franchise, concession, rights or privileges, which the Government or authority or any corporation or other public body may be empowered to grant and to pay for, aid in contribute towards carrying on the same into effect.
34. To employ experts to investigate and examine into the conditions prospects, value character and circumstances of business concern and undertaking having similar objects and generally of any assets concessions properties or rights.
35. To donate or gift in cash or kind for any national charitable, benevolent public or useful purpose, or to any institution, club, society, research association, fund, university, college or any other person or body subject to the provisions of the Companies Act.
36. To provide for the welfare of the Directors ex-director, employees or ex-employees of the Company or its predecessors in business and the wives and families or the dependants of such person, by building or constructing to the building or houses, dwelling, chawls or quarters or by grants of money, pensions, gratuities, allowances, bonuses, awards profit sharing or other scheme or trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish maintain and grant, scholarships, moneys to any persons for technical Study and education in India and elsewhere in the world, which may be necessary or useful for any of the objects of the Company and to subscribe or otherwise to asset or to guarantee money to charitable, benevolent religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility, or otherwise.
37. To apply tenders purchase, or otherwise acquire and protect and renew in any part of the world any contracts, sib-contracts, patents, patent-rights, copy-rights trademarks, formula, brevets d'invention, licences, concessions and the like conferring any exclusive or limited rights to their use for or in relations to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same or any secret or other information as to any invention which may seem capable for being used for any of the grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money to experiment upon, taking or improving any such patents, inventions or rights.
38. To adopt such means of making know the business of the Company as may seem expedient and in particular, by advertising in the press or any other means by circulars, by publications of books and periodicals and by granting prizes, rewards and donations subject to the provisions of the Companies Act.
39. To take agencies of any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents for its own business.

By Order of the Board of Directors

Place: Mumbai
Date: 17th October, 2023

Vikram Lodha
Director
DIN: 01773529

NOTES

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
3. This Postal Ballot Notice is being sent by e-mail only, to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) (“Eligible Members”) as at close of business hours as on i.e., Friday, 22nd September, 2023 (“Cut-off Date”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal Ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the Postal Ballot Notice will be available on the website of the Company www.naysaasecurities.com. and on the website of Big Share Services Pvt. Ltd. (agency for providing the Remote e-Voting facility).
5. The voting period begins at 9.00 a.m. (IST) Thursday, 19th October, 2023 and end at 05.00 P.M. IST on Friday, 17th November, 2023. During this period, shareholders of the Company, holding shares in dematerialised form as on the cut-off date of 13th October, 2023, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending email citing subject “Postal Ballot Registration of e-mail Id’s” to Registrar and share transfer Agent (RTA) of the Company, i.e., Bigshare Services Private Limited at shwet@bigshareonline.com or to the Company at naysaa@naysaasecurities.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address.
7. The results of the Postal Ballot will be declared within two working days of the conclusion of the e-voting. The results of the Postal Ballot will be hosted on the website of the Company viz. www.naysaasecurities.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by such other Director of the company duly authorised or Company Secretary and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., 17th November, 2023.
9. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., 13th October, 2023.
10. Mr. Nishant Jawasa Practicing Company Secretary, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries, FCS 6557, CP No. 6993, has been appointed as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 17th November, 2023.
14. Instructions and process for e-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

E- VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Thursday, 19th October, 2023 and end on Friday, 17th November, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th October, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.BIGSHARE, 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 https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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 Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 022- 23058738 and 22-23058542-43.
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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigsharei-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEMNO. 1: TO APPROVE ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The promoters of the Company are finding new opportunity in real estate sector and are of the opinion that it is right time to divert business of the Company. In view of the same it thought fit by the Board of directors to make suitable alterations in the object clause of the Memorandum of Association of the Company to incorporate a comprehensive object clause as per the business needs of the Company and thus the Board of directors of the company had, at its meeting held on 17th October, 2023, resolved to alter the Main object of the Memorandum of Association of the Company.

As per Companies Act 2013, Companies can carry on business activities which are mentioned in its main object clause & objects which are necessary for furtherance of the objects specified in Clause III (a) i.e. main objects of Memorandum.

Therefore, modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.1 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as **Special Resolution**.

By Order of the Board of Directors

Place: Mumbai

Date: 17th October, 2023

Vikram Lodha
Director
DIN: 01773529