

# MANVIJAY DEVELOPMENT COMPANY LIMITED

Unit No.509, 5<sup>th</sup> Floor, Standford Plaza, Off New Link Road, Andheri (west), Mumbai-400053

Tel. No – 022-26735290/66390257/2. Fax No.022- 66390257.

Email Id: manvijaydcl@yahoo.com, Website: www.manvijay.com

CIN No. L45208MH1982PLC264042

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD ON THURSDAY 25<sup>TH</sup> JUNE, 2015 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT No.509, 5<sup>th</sup> FLOOR, STANDFORD PLAZA, OFF NEW LINK ROAD, ANDHERI (WEST), MUMBAI – 400053 TO TRANSACT THE FOLLOWING BUSINESS:**

### ITEM NO: 1

#### ALTERATION OF MEMORANDUM OF ASSOCIATION

**Increase in the Authorized Share Capital and amendment to the Memorandum of Association:**

**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 13 and Section 61 & all other applicable provisions, if any, of the Companies Act, 2013, the authorized capital of the company be and is hereby increased from Rs. 3,50,00,000 (Rupees Three Crore Fifty Lacs Only) divided into 35,00,000 (Thirty-Five Lacs Only) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into 65,00,000 (Sixty-Five Lacs Only) equity shares of Rs.10/- (Rupees Ten Only) each by creation of additional 30,00,000 (Thirty Lacs Only) equity shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

#### Clause V:

V. The Authorized Share Capital of the Company is Rs. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into 65,00,000 (Sixty-Five Lacs Only) equity shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

### ITEM NO: 2

#### ALTERATION IN ARTICLES OF ASSOCIATION:

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

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**RESOLVED THAT** pursuant to section 14 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded for alteration of existing Article 5 of the Articles of Association of the company by the following:

Article 3(a):

The Authorized Share Capital of the Company is as stated in clause V of Memorandum of Association of the Company with power to increase and/or reduce such capital from time to time in accordance with the regulation of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**ITEM NO: 3**

**ISSUE OF BONUS SHARE:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

“**RESOLVED THAT** in accordance with section 63 and all other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modifications or re-enactment(s) thereof for the time being in force) read with Article 133 of Articles of Association of the Company and subject to provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions and sanctions by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the Board, which term shall be construed as to include any committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the members of the company be and is hereby accorded to capitalize a sum of Rs.3,24,00,000/- (Rupees Three Crore Twenty-Four Lacs Only) out of the Reserve fund or such other reserves being eligible for the purpose and as may be deemed appropriate and suitable by the Board and be applied for issue and allotment of 32,40,000 (Thirty-Two Lacs Forty Thousand only) new fully paid up equity share of Rs. 10/- (Rupees Ten Only) each as bonus shares in the proportion of 1 (One) new equity shares of Rs. 10/- (Rupees Ten Only) each for every 1(One) existing fully paid up equity shares of Rs. 10/- each, held as on the record date

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to be determined by the Board and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the company held by each such member and not as income.”

**“RESOLVED FURTHER THAT** the new equity shares shall be allotted subject to the terms and condition in the Memorandum and Articles of Association of the Company and shall in all respects rank pari – passu with the existing equity shares of the Company”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of Bonus Shares and in the case of the members who hold equity shares in physical form, the share certificates in respect of Bonus Shares will be dispatched, within such time as prescribed by law and relevant authorities.”

**“RESOLVED FURTHER THAT** the issue and allotment of the said Bonus Shares to Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 including any statutory modification(s) or re-enactment thereof for the time being in force.”

**“RESOLVED FURTHER THAT** where the proportion of the new equity shares is not in the exact proportion of the holding of the existing equity shares and results in any member becoming entitled to fraction of new equity shares to be allotted as Bonus Shares, the Company shall not issue any certificate or Coupon in respect of such fractional shares but the total number of new equity shares representing such fraction shall be allotted to any one Director of the Company, nominated by the Board of Directors to act as a trustee for and on behalf of the members, who shall have the right to be allotted such fractional certificates on behalf of the existing members and the Company shall issue in favor of such trustee, such equity shares certificates after consolidating all the fractional certificates into a marketable lot and there after such equity shares shall be sold by such trustee or trustees at the prevailing a market rate(s) and the net sale proceeds (after deduction of all such expenses incurred for sale) of such shares be distributed amongst such members who are entitled to such fractional certificates in proportion to their respective fractional entitlement thereto.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange(s) where the securities of the Company are listed as per the provision of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.”

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**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary and expedient, and to settle any question, difficulty or doubt that may arise in this as the Board on its own or by delegating all or any of its powers to any of the Directors, Compliance Officer, Company Secretary or any officer of the Company in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**By Order of the Board  
For Manvijay Development Company Limited**

**Sd/-**

**Prabhakar Shankar Patil  
(Director)**

**DIN: 01627690**

**Place: Mumbai**

**Date: 29/05/2015**

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## **Notes:-**

1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 10 a.m. and 6 p.m. up to the date of the Meeting.
5. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.manvijay.com](http://www.manvijay.com) for their download.
6. Members / Proxies are requested to bring attendance slip duly filled in for attending the Meeting. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e mail addresses, physical copies are being sent by the permitted mode.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depository Participants.
9. The ISIN No. allotted for the Company's shares is INE945P01016.

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10. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e Voting Services provided by Central Depository Services (India) Limited (CDSL):
11. The instructions for Shareholders voting electronically are as under: In case of members receiving e mail:
- (i) The voting period begins on 22<sup>nd</sup> June, 2015 at 9.00 am and ends on 24<sup>th</sup> June, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 19<sup>th</sup> June, 2015, may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should Log on to the e voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b.For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c.Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<ul style="list-style-type: none"><li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>

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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"><li>• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Manvijay Development Company Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the

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system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy

- (A) Please follow all steps from sl. no. (I) to sl. no. (xviii) above to cast vote.
- (B) The Voting period beings on Monday, 22<sup>nd</sup> June, 2015 at 9.00 a.m. and will end on Wednesday, 24<sup>th</sup> June, 2015 at 5.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 19<sup>th</sup> June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e voting, you may refer the Frequently Asked Questions (“FAQs”) and e voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. Members can request for a Notice of EGM at Manvijay Development Company Limited, 509, Standford Plaza, Oshiwara, New Link Road, Andheri (west), 5<sup>th</sup> Floor, Mumbai - 400053, (Maharashtra) or they may also address their request through E-mail to: [manvijaydcl@yahoo.com](mailto:manvijaydcl@yahoo.com) or Contact No. 022 - 66390257/26735290.
13. The Company has appointed Mr. S K Pandey, Practicing Company Secretary, (Membership No. 8546) to act as Scrutinizer for conducting the electronic voting/poll process in a fair and transparent manner.
14. The voting rights of the shareholders shall be in proportion to their shares of the paid up Equity share



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capital of the Company as on the cutoff date (record date) of 19<sup>th</sup> June, 2015.

15. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
16. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

## **EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013**

**The following explanatory statement sets out all material facts relating to the business items of the company notice:**

### **ITEM No. 1 & 2: Increase in Authorized Capital & Alteration in the Memorandum & Articles of Association:**

The Company proposes to issue Bonus Shares. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 350.00 Lacs to Rs.650.00 Lacs and for that purpose the Memorandum and Articles of Association of the Company are proposed to be suitably altered.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of capital clause of the Memorandum and Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions for the approval of the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives is in any way, concerned or interested, financial or otherwise, in the resolutions set out at No.1, 2.

### **ITEM 3: Issue of Bonus Shares:**

The present level of Reserves & Surplus of your Company is more than 1 times of the Paid-up Equity Capital of the Company. Considering this position of Reserves and Surplus, your Directors propose to issue bonus shares in the ratio of 1 (One) new equity share for 1 (One) existing equity shares as proposed in the resolution.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose

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of issue of Bonus Shares, in the proportion of 1 (One) new equity share for 1 (One) existing equity.

Any fractional entitlement arising out of the issue and allotment of the Bonus Shares shall be consolidated into fully paid up bonus shares which shall be allotted to any one Director of the Company, nominated by the Board as a Trustee for those shareholders who are entitled to fractional entitlements of bonus shares. If any fractional entitlement arises while allotting the shares to the Trustee, the same shall be rounded off to the next whole number. The said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.

Pursuant to the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, it would be necessary to obtain approval of the members by way of special resolution for issue of bonus shares by capitalization of its reserve fund and hence necessary resolution has been proposed for the approval of members.

Your Directors recommend passing of the proposed Resolution.

The Directors, the Key Managerial personnel of the Company and their relatives are deemed to be concerned or interested in the resolution to the extent of shares held, if any by them in the Company.

The proposed resolution does not relate or affect any other company.

**By Order of the Board  
For Manvijay Development Company Limited**

**Sd/-  
Prabhakar Shankar Patil  
(Director)**

**DIN: 01627690**

**Place: Mumbai**

**Date: 29/05/2015**

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## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Extra - Ordinary General Meeting of the Company to be held on Thursday 25<sup>th</sup> June, 2015 at 11.00 a.m. at the Registered Office of the Company situated at Unit No.509, Standford Plaza, 5th Floor, Off New Link Road, Andheri (west), Mumbai – 400053.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

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## FORM NO MGT-11 PROXY FORM

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

Name of the Company: Manvijay Development Company Limited

Regd. Office: Unit No.509, Standford Plaza, 5th Floor, Off New Link Road, Andheri (west), Mumbai – 400053

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

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

(1)Name..... Address.....  
Email ID ..... Signature..... or failing him/her

(2)Name..... Address.....  
Email ID ..... Signature..... or failing him/her

(3)Name..... Address.....  
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday 25<sup>th</sup> June, 2015 at 11.00 a.m. at the Registered Office of the Company situated at Unit No.509, Standford Plaza, 5th Floor, Off New Link Road, Andheri (west), Mumbai – 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.		For (Assent)	Against (Dissent)
<b>Special Business</b>			
ITEM NO. 1.	To alter Memorandum of Association		
ITEM NO. 2.	To alter Articles of Association		
ITEM NO 3.	To issue bonus shares in the proportion of 1 (One) new equity shares of Rs. 10/- (Rupees Ten Only) each for every 1(One) existing fully paid up equity shares of Rs. 10/- each		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp Re  
1/-

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