



# MANVIJAY DEVELOPMENT COMPANY LIMITED

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

Date:- 18-10-2019

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

**Ref: Manvijay Development Company Ltd**

**Sub:- Notice of Postal ballot.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI(Listing Obligation and Disclosure Requirement), Regulation 2015, please find enclosed Notice of Postal Ballot, seeking approval of the Members by way of Postal ballot (including voting through Electronic means) for following special business;

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.
2. Re-classification of promoters of the company

The Company has engaged the Service of NSDL for purpose of providing E-Voting facility to all its members. The voting through Postal Ballot and through E-voting will commence from **Tuesday 29<sup>th</sup> October 2019 at 09:00 A.M and will end on Wednesday 27<sup>th</sup> November 2019 at 05:00 P.M.**

Kindly take the same on record.

Thanking You,  
For MANVIJAY DEVELOPMENT CO LTD

Jaya Bhardwaj  
(Company Secretary)



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014**

**Dear Shareholders,**

Notice is hereby given that the following resolutions are proposed to be passed by Postal Ballot in accordance with 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.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form are appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on **November 27, 2019 at 5.00 P.M.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

**E-Voting:**

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of National Securities Depository Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed **Mr. Santoshkumar. K. Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director/ Executive Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Executive Director/ Director on **November 28, 2019** at the Corporate Office of the Company and will be communicated to BSE Limited and The Calcutta Stock Exchange Ltd (CSE) i.e. the Stock Exchanges where the equity shares of the Company are listed, and will be published in the



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

The said notice of Postal Ballot and ballot form has also been placed on Company's website viz www.manvijay.com for perusal by members.

**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

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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.

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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.



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydel@manvijay.com, Website: - www.manvijay.com

---

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

## **MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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.



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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.

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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, M/s. 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



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

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, 2) M/s. Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.) and 3) Preses Constructions Solutions Private Limited	1) Mr. Yatin Sanjay Gupte and 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

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

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.

**Place: Vadodara**

**Date: 18<sup>th</sup> October, 2019**

**For & On Behalf of the Board  
Manvijay Development Company Limited  
SD/-**

**Yatin Sanjay Gupte  
(Managing Director)  
DIN: 07261150**



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydel@manvijay.com, Website: - www.manvijay.com

---

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Board of Directors of the Company has appointed **Mr. Santoshkumar. K. Pandey, a Practicing Company Secretary, as the Scrutinizer** for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Executive Director/ CEO and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on **November 28, 2019** at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on **November 27, 2019 at 5.00 P.M.**
6. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.
7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.

## MANVIJAY DEVELOPMENT COMPANY LIMITED

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's **Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd**, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
10. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Postal Ballot. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules thereunder. Printed copies of the Postal Ballot Notice of the Company inter alia indicating the process and manner of e-voting along with Ballot Paper is being sent to all members in the permitted mode.
12. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Postal Ballot by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

(NSDL).

13. The **E-voting period** for all items of business contained in this Notice shall commence from **Tuesday the October 29, 2019 at 9.00 a.m.** and will end on **Wednesday, the November 27, 2019 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cut-off date of October 18, 2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **October 18, 2019**.

14. **Mr. Santoshkumar .K. Pandey, Practicing Company Secretaries** (Membership No. ACS 8546) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

15. The Scrutinizer shall immediately after the conclusion of voting, first count the votes casted, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of closing of the Postal Ballot and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Postal Ballot and submit the same forthwith to the Chairman of the Company.

Voting through electronic means:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is

## MANVIJAY DEVELOPMENT COMPANY LIMITED

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the

## MANVIJAY DEVELOPMENT COMPANY LIMITED

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 is given below:

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pandeyk2004@yahoo.co.in](mailto:pandeyk2004@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydel@manvijay.com, Website: - www.manvijay.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Place: Vadodara

Date: 18<sup>th</sup> October, 2019

For & On Behalf of the Board  
Manvijay Development Company Limited

SD/-  
Yatin Sanjay Gupte  
(Managing Director)  
DIN: 07261150

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying notices:

**Item Nos. 1:**

The Board of Directors in its meeting held on October 09, 2019 discussed the need of changing its main object of the Company. The present management are engaged in the business activities of manufacturing/trading of electrical vehicles; scooters; by-cycles; electronic goods; home appliances; hospitality sector; herbal & ayurvedic sector & real estate sector. These business activities are carried on by the various companies of the group. The management proposes to conduct these business activities in Manvijay Development Company Limited, which requires change in object of the Company. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and also its profitability & sustained earnings in the future. This will benefit public shareholders at large. The management proposes to consolidate all their group business activities in the Company & thus to enjoy all its operations with greater cost efficiency.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Corporate Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

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

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution



## MANVIJAY DEVELOPMENT COMPANY LIMITED

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

---

### **Item No. 2:**

The Acquirers have entered into Share Purchase Agreement (SPA) with the Existing Promoters of the Company on 20th June, 2019 for acquisition of their entire shareholding of 45,28, 800 Equity Shares of the Company representing 69.89% of the total paid-up Capital of the Company. By virtue of the said SPA, there was change in the control & management of the Company. The Acquirers have made Open Offer of the Company (which was approved by SEBI on 2nd August, 2019) & Offer opened on 22nd August, 2019 & closed on 5th September, 2019. The Merchant Banker has filed their final certificate with SEBI on 23rd September, 2019 that the Open Offer was concluded successfully. The Company has informed its shareholders, BSE Ltd, CSE Ltd, SEBI all such corporate actions from time to time. The Company has received requests from 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 reclassify "Existing Promoter and Promoter Group" to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

Pursuant to amendment of Regulation 31A of SEBI (LODR) Regulations, 2015 vide notification dated November 16, 2018, the Company has received a request letter dated 1st October, 2019 from "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 seeking for reclassification themselves under public category. The Board of Directors of the Company in its meeting held on October 09, 2019 has analyzed the request and reviewed & considered the request letters received from the members of the Promoter/Promoters Group for Reclassification from "Outgoing Promoter & Promoter Group" to "Public" Category. The Board recommends the Resolutions set out at Item No.2 of this Notice for approval of the Members as Ordinary Resolution.

Detail of shareholding of the Company is as follows:

Name of the old Promoters	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity Shares	%	No of Equity Shares	%
Mr. Nitin Manohar Pradhan	16,00,000	24.69	NIL	0
Pradman Property Consortium of India LLP (formerly known as Pradman Property Consortium of India Pvt. Ltd.)	28,10,600	43.37	NIL	0
M/s. Preses Constructions Solutions Private Limited	1,18,200	1.82	NIL	0

**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema,  
Charni Rd, Girgaum, Mumbai 400004 (Maharashtra).

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010;

Tel No: +91 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

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

The Promoters seeking re-classification along with their personal promoter group entities do / will not:

A. have any special rights through formal or informal agreements.

B. hold more than 10% of the paid-up capital of the Company.

C. act as a Key Managerial person for a period of more than three years from the date of Shareholders' approval.

As per the terms of SPA, the Existing Promoters of the Company have transferred their entire shareholding to the Acquirers on 26th September, 2019 and 27th September, 2019 respectively. The outgoing promoter & promoter group are not holding any shares of the Company as on 30<sup>th</sup> September, 2019 nor they are holding any KMP in the Company as on the date of Notice of Postal Ballot. The outgoing promoter & 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 hold not more than 10% of the total voting rights in the Company and also none of them 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. The Board of Directors of the Company in its meeting held on 09th October, 2019 has accepted the request for change in the promoters' status. The Board has authorized any Directors of the Company or the Company Secretary & Compliance Officer of the Company to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

Place: Vadodara

Date: 18<sup>th</sup> October, 2019

For & On Behalf of the Board,  
Manvijay Development Company Limited

SD/-

Yatin Sanjay Gupte  
(Managing Director)

DIN: 07261150



**MANVIJAY DEVELOPMENT COMPANY LIMITED**

(CIN. L45208MH1982PLC264042)

Regd. Office.: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd,  
Girgaum, Mumbai - 400004.

Corp Office: C-222, GIDC Makarpura Industrial Estate, Vadodara-390010; Tel No: 9727755083

E-mail ID: - manvijaydcl@manvijay.com, Website: - www.manvijay.com

**POSTAL BALLOT FORM**

1. Name(s) Registered Address :  
of the sole / first named Member

2. Name(s) of the :  
Joint Holder(s), If any

3. Registered Folio No./ :  
DP ID No/ Client ID No.  
\*(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the below mentioned Resolutions to be passed through Postal Ballot for the business stated in the enclosed Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark at the appropriate box below:

SR. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
SPECIAL RESOLUTION :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			
ORDINARY RESOLUTION ITEM NO 2.	TO CONSIDER RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY.			

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event No.)	User ID	Password

**Note:** Please read the instructions mention in the Notice of Postal Ballot carefully before exercising your vote.

Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Wednesday, on or before the close of business hours on 27.11.2019 at 5.00 p.m.

Place:

Date:

Signature of the Shareholder

## INSTRUCTIONS

### 1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot Form/E-voting shall be final and binding.

### 2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, **Mr. Santoshkumar .K.Pandey, a Practicing Company Secretary, at 403, Maruti Mansion, 17, Raghunath Dadaji Street, 04th Floor, Fort, Mumbai - 400 001.,** in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Wednesday, 27<sup>th</sup> November, 2019. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.**
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e 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 Notice of Postal Ballot of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

### 3. Process for Members opting for E-Voting:

- l. In case of members receiving the Ballot Form by Post:  
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on NSDL E-voting website: [www.evotingindia.com](http://www.evotingindia.com). you can also send your queries/ grievances relating to e-voting to the e-mail ID: [manvijaydcl@manvijay.com](mailto:manvijaydcl@manvijay.com)
- o. The period for e-voting starts on Tuesday, 29<sup>th</sup> October, 2019 at 9.00 a.m. and ends on Wednesday 27<sup>th</sup> November, 2019 at 5.00 p.m.