

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given to the members of Shaival Reality Limited (the "Company") to consider and if thought fit, pass the resolution herein below as a Special Resolution through Postal Ballot pursuant to section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the rules") (including any statutory modification or re-enactment thereof for the time being in force), read with general circulars issued by Ministry of Corporate Affairs ("MCA") from time to time and also read with relevant regulations of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

Approval of the shareholders of the company by Special Resolution no. 1 & 2 to be passed through Postal Ballot is essential for a company seeking to sell the whole or substantially the whole of the undertaking of the company. The Board of Directors (the Board) of the Company, on Monday, May 9, 2022 has subject to the approval of the members, approved to sell the business assets held in the name of the company to be passed by the members through postal ballot.

SPECIAL BUSINESS:**1. Approval to sell the business assets held in the name of company:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") read with relevant rules and other applicable provisions of the Act and any other applicable law for the time being in force, the Memorandum and Articles of Association of the company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board of Directors of the company to exercise the powers conferred on the Board of Directors of the Company by this resolution) to sell the business assets held in the name of company for transfer or sale of business assets held in the name of the company on such terms and conditions and with effect from such date as may be approved by members of the Company with this resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Company, be and is hereby authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents, writings, deeds, papers or agreements as may be necessary or incidental thereto, including assignment / conveyance / transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

2. Approval to undertake related party transaction in connection with the sale of business assets held in the name of company to related parties:

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

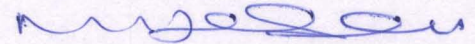
"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Memorandum and Articles of Association of the Company and the company's policy on related party transactions, approval of the Members be and is hereby

accorded for the company to enter into any contract or arrangements with related party namely Mr. Mayur Mukundbhai Desai, Mrs. Sonal Mayur Desai, Mr. Shaival Mayurbhai Desai, Shaival Transport LLP and other related parties as defined under the Act as well as with Key Managerial Personnel's and their relatives with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the company or its subsidiary or associate company or reimbursement of any transaction or any other transaction of whatever nature with related parties up to Rs. 25 crores for each type of transaction."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Company, be and is hereby authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents, writings, deeds, papers or agreements as may be necessary or incidental thereto, including assignment / conveyance / transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

REGD. OFFICE:
A/1, Maharaja Palace,
Near Vijay Cross Road,
Navrangpura, Ahmedabad- 380009

By Order of the Board,
For, SHAIVAL REALITY LIMITED



MAYUR MUKUNDBHAI DESAI
MANAGING DIRECTOR
DIN: 00143018

DATE: 9th May, 2022

NOTES:

1. An explanatory statement pursuant to Section 102 of Companies Act, 2013 setting out the material facts concerning the said resolutions is annexed herewith and forms part of this Postal Ballot notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending postal ballot notice to members of the company is Friday, 6th May, 2021 ("Cut-off Date").
3. In compliance with the MCA Circulars, this Postal Ballot notice is being sent only through electronic mode to those members whose email addresses are registered with the company/Depositories. If your e-mail address is not registered with company/Depositories, please follow the process provided herein below to receive further communications.
4. Members holding shares in physical mode and who have not updated their email addresses with the company are requested to update their email addresses by writing to the Company at shaivalgroup@gmail.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DPs. Thereafter, the company would endeavor to send the Postal Ballot Notice to such Members.
5. Shareholders are informed that voting shall be done by the means of postal ballot. The postal ballot form is attached herewith.
6. The Board of Directors of the Company has appointed Mr. Ronak D Doshi from M/s. Ronak Doshi & Associates, Practicing Company Secretaries having membership No. 23712 and C.P. No. 12725 as scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
7. The shareholders casting their vote through physical Postal Ballot Form are requested to carefully read the instructions and return the Form duly completed in all respects signed along with your assent (FOR) or dissent (AGAINST) in the attached form in the enclosed self-addressed envelope so as to reach the Scrutinizer on or before 5:00 P.M. on Friday, 10th June, 2022. The Postal Ballot Forms received after close of working hours (5.00 pm IST), on Friday, 10th June, 2022 will be treated as if the same has not been received from the Member.
8. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date being 6th May, 2022. A person who is not a shareholder as on the cut-off date should treat this notice for information purposes only.
9. The scrutinizer shall after the completion of the voting, count the votes cast in favour or against and mention them in his report to the chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting on or before 12th June, 2022. After declaration, the voting result will also be declared on the Company's website: www.shaivalgroup.ooo besides communicating the same to National Stock Exchange, SME ITP Emerge Platform where the shares of the Company are listed.
10. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of declaration of voting results i.e. on or before 12th June, 2022.
11. Unsigned or incomplete and improperly or incorrectly ticked Voting Postal ballot Papers shall be rejected. The Scrutinizer's decision on the validity of Postal Ballot will be final.
12. A shareholder cannot exercise his vote by PROXY on Postal Ballot.
13. Members are requested not to send any other documents (other than those document provided by the Company) along with Postal ballot forms. If the same is received by the Scrutinizer, the same shall be destroyed.
14. Members may contact company at shaivalgroup@gmail.com for any information or queries pertaining to voting.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participants (DP).

EXPLANATORY STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102[1] OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to Special Businesses mentioned in the Postal ballot Notice:

ITEM NO: 1: Approval to sell the business assets held in the name of company:

In the Board Meeting dated 9th May, 2022, the board of directors of the company had approved to sell the business assets held in the name of company and passing of special resolution through postal ballot.

Section 180(1)(a) of the Companies Act, 2013 ("the Act"), read with other applicable provisions of the Act, provides that the board of a company shall not, except with the consent of the members by way of special resolution through postal ballot, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or, where the company owns more than one undertaking, the whole or substantially the whole of such undertakings. Further, explanation (i) to Section 180(1)(a) of the Act, provides that the expression 'undertaking' for the purposes of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Since the proposed transfer of the business assets exceeds the specified limits mentioned above, the resolution in the accompanying Notice is proposed for the purpose of seeking approval of the members through a special resolution. In order to comply with the provisions of Section 180 (1)(a), Section 110 and other applicable provisions of Companies Act, 2013 read with relevant rules framed there under, the company seeks approval of shareholders by way of passing special resolution through postal ballot process for selling business assets held in the name of company for transfer or sale of business assets held in the name of the company.

The sale proceeds received by the company resulting from the aforesaid transaction shall be used in paying the debts and outstanding amounts remaining in the company and the surplus funds shall be transferred to Reserves & Surplus Account of the company.

The board of directors recommends passing of the special resolution at item no. 1 of the notice.

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

ITEM NO: 2: Approval to undertake related party transaction in connection with the sale of business assets held in the name of company to related parties:

The aforesaid proposal to sale the business assets held in the name of the Company to related parties as defined under the Act would qualify as a related party transaction in terms of Section 188 of the Companies Act, 2013 ("Act") and as a material related party transaction in terms of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR"), not in the ordinary course of business and therefore needs to be approved by the shareholders of the Company. In accordance with the said Section read with Regulation 23 of SEBI LODR, approval of the members is sought to undertake related party transaction for the transfer or sale of business assets held in the name of the Company at arm's length price.

On 9th May, 2022, the audit committee of the board had considered and approved the proposed transaction for a lump sum consideration of Rs25 crores. Accordingly, the board of directors had also approved the proposed transaction subject to approval of shareholders through postal ballot.

The board of directors recommends passing of the special resolution at item no. 2 of the notice.

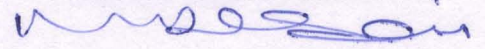
No member of the Company, who is considered as a related party within the definition of "Related party" as per SEBI LODR, for the purpose of this transaction, shall vote to approve the resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution except Mr. Mayur Mukundbhai Desai, Mrs. Sonal Mayur Desai and Mr. Shaival Mayurbhai Desai and their relatives being related parties are interested in the resolution.

REGD. OFFICE:

A/1, Maharaja Palace,
Near Vijay Cross Road,
Navrangpura, Ahmedabad- 380009

By Order of the Board,
For, SHAIVAL REALITY LIMITED



MAYUR MUKUNDBHAI DESAI
MANAGING DIRECTOR
DIN: 00143018

DATE: 9th May, 2022

SHAIVAL REALITY LIMITED**CIN: L45201GJ1996PLC029311**

Regd. Office: A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad-380009

Website: www.shaivalgroup.ooo | E-mail: shaivalgroup@gmail.com**POSTAL BALLOT FORM**

SR. NO.	PARTICULARS	DETAILS
1.	Name and Registered Address of the member	
2.	Name(s) of joint holder(s), if any	
3.	Registered Folio no. / DP ID No. / Client ID No.	
4.	Number of Equity Shares held as on 6 th May, 2021	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Notice of the Company dated Monday, May 9, 2022, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (v) mark at the appropriate box below:

Sr. No.	Description of Special Resolution	No. of Shares held by me	I/We assent to the resolution	I/We dissent from the resolution
1.	Approval to sell the business assets held in the name of company			
2.	Approval to undertake related party transaction in connection with the sale of business assets held in the name of company to related parties			

Place:

Date:

(Signature of Shareholder)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer on or before Friday, 10th June, 2022.