

HEADS UP VENTURES LIMITED

(Formerly The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, MIDC, Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

Date: 7th January, 2025

**To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001**

**To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051**

Sub: Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice has already been sent through electronic mode to those members whose e-mail IDs are registered with the Company/ Depositories as on Friday, 3rd January, 2025, being the cut-off date.

The Company has engaged Link Intime India Private Limited to provide e-Voting facility to its members. The e-Voting period commences on Friday, 10th January, 2025 from 9:00 A.M. (IST) and ends on Saturday, 8th February, 2025 at 5:00 P.M. (IST). Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

We request you to kindly take the same on your record and acknowledge.

**Thanking You,
Yours faithfully,
For, HEADS UP VENTURES LIMITED**

**HANSRAJ
RATHOR**

Digitally signed by HANSRAJ
RATHOR
Date: 2025.01.07 16:50:41
+05'30'

**HANSRAJ RATHOR
Managing Director
(DIN: 07567833)**

Office No.004 (Part), B-13, Apurva Shanti Nagar CHS Ltd. Sector-7, Shanti Nagar, Mira Road (East), District Thane 401 107.

Tel: 91-22-24117743 Email: info@huvl.in Website: www.huvl.in

HEADS UP VENTURES LIMITED

(Formerly The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, MIDC, Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot through e-voting, vide Ministry's General Circular No. 14/2020 date 08th April, 2020, Circular No. 03/2022 .dated 05th May, 2022 ,Circular No 11/ 2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 (in continuation to the circulars issued earlier in this regard), and Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (in continuation to the circulars issued earlier in this regard) Issued by SEBI and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, approval of the Members of the Company is sought for the proposals contained in the resolutions forming part of this Notice of Postal Ballot ("Notice").

In compliance with the aforesaid circulars issued by MCA and SEBI, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules, as amended from time to time, and SS – 2 on General Meetings, Notice is being sent by the Company only through electronic mode to all its Members who have registered their email addresses with the Company and / or Link Intime India Pvt. Ltd, Registrar and Transfer Agent of the Company or their respective depository participants (NSDL/CDSL). Hard copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot and they are required to communicate their assent or dissent through electronic means by remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the circulars issued by MCA and SEBI.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on 6th January, 2025, has appointed Mr. Ankurkumar Dineshchandra Gandhi, Practicing Company Secretaries, (Membership No. A48016 and COP No. 17543) as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.

In accordance with the MCA circulars, Members can vote only through the remote voting process. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote voting facility to all its Members to cast their votes by electronic means through the remote e-voting process. Members are requested to read the instructions in the Notes under the section "Voting through remote e-voting facility" at note #13 of this Notice to cast their vote by electronic means through the remote e-voting process. The Company has appointed Link Intime India Pvt. Ltd, to provide remote e-voting facility for its Members. The remote e-voting facility is available from 9:00 am (IST) on Friday, 10th January, 2025 up to 5.00 pm (IST) on Saturday, 8th February, 2025. Remote e-voting module will be blocked by Link Intime India Pvt. Ltd, at 5.00 pm (IST) on Saturday, 8th February, 2025 and voting shall not be allowed beyond the said date and time. Members are requested to cast their vote through the remote e-voting process not later than 5:00 pm (IST) on Saturday, 8th February, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received.

Based on the Scrutinizer's report, the results of the remote e-voting will be declared on or before Monday, 10th February, 2025 i.e. within two (2) working days from close of voting period at the Registered Office of the Company. The declared results, along with the Scrutinizer's report, will be available forthwith on the website of the Company i.e. <https://huvl.in/> under the section 'Investor Relations' and will also be forwarded to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. Link Intime India Pvt. Ltd, who has provided the platform for facilitating remote e-voting, will also display these results on its website i.e. www.linkintime.co.in.

The last date of remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

ITEM NO.1:

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. ABHISHEK SHIVPUJAN GIRI (DIN: 10364515) AS AN INDEPENDENT DIRECTOR 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, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhishek Shivpujan Giri (DIN: 10364515) who was appointed as an Additional Director of the Company w.e.f 11th November, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of

the Company to hold office for a term of up to 5 (five) consecutive years with effect from 11th November, 2024 to 10th November, 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

ITEM NO.2:

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. KUNJ YOGESHBHAI PATEL (DIN: 10856058) AS AN INDEPENDENT DIRECTOR 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**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kunj Yogeshbhai Patel (DIN: 10856058) who was appointed as an Additional Director of the Company w.e.f 16th December, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 16th December, 2024 to 15th December, 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

ITEM NO.3:

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. AKASH JITENDRAKUMAR PATEL (DIN: 10856039) AS AN INDEPENDENT DIRECTOR 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**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Akash Jitendrakumar Patel (DIN: 10856039) who was appointed as an Additional Director of the Company w.e.f 16th December, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 16th December, 2024 to 15th December, 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

ITEM NO.4:

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MS. AMRITA ASHUTOSH TIWARI (DIN: 10866957) AS AN INDEPENDENT DIRECTOR 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, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Amrita Ashutosh Tiwari (DIN: 10866957) who was appointed as an Additional Director of the Company w.e.f 16th December, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 16th December, 2024 to 15th December, 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

ITEM NO.5:

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. HARSHKUMAR PRAVINBHAI PATEL (DIN: 10856046) AS NON-EXECUTIVE DIRECTOR 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 applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Harshkumar Pravinbhai Patel (DIN: 10856046) whose term of office as an additional director expires at the conclusion of this meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**By Order of the Board of Directors
Heads Up Ventures Limited**

Place: Mumbai
Date: 06/01/2025

Sd/-
HANSRAJ RATHOR
Managing Director
(DIN: 07567833)

Notes:

1. The explanatory statements pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") pertaining to the resolutions for regularisation of Additional Director of the Company is annexed herewith.
2. In compliance with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company is sending this Notice of Postal Ballot ("Notice") to the Members in electronic form only. The communication of assent or dissent of the Members shall take place through the process of remote e-voting only.
3. The Notice is being sent through e-mail only to Members whose names appear in the Register of Members of the Company or the Register of Beneficial Owners maintained by the depositories viz. National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") as on Friday, 3rd January, 2025 ("Cut-off Date") and whose email addresses are registered in the records of the Company or the depositories, as on the Cut-off Date.
4. Members may note that the Notice is also available on the website of the Company i.e. <https://huvl.in/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of Linkin at www.linkintime.co.in. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
5. After dispatch of the Notice through email, advertisement shall be published in one English daily newspaper having country-wide circulation and in one Marathi newspaper, having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the website of the Company i.e. <https://huvl.in/> and websites of the Stock Exchanges www.bseindia.com and <https://www.nseindia.com/>.
6. Members desirous of receiving communication from the Company in electronic form, may register their e-mail address with their respective depository participant.
7. To support the 'Green Initiative', Members who have not registered their e-mail addresses with the Company / Link Intime India Pvt. Ltd, Registrar and Transfer Agent ("RTA") / depository participant are requested register their Email Ids.

Further, Members are also requested to approach their depository participant to register / revise their e-mail address in their demat account details as per the process defined by the respective depository participant.
8. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date
9. Institutional / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) and custodians are required to log in to the e-voting system of Link In Time India Pvt.Ltd. at www.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / letter of authority /power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in .pdf format for the Scrutiniser to verify the same.

10. All document(s) mentioned in the Notice will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of conclusion of remote e-voting period i.e. up to 8th February, 2025. Members who wish to inspect the relevant document(s) may send an email to info@huvl.in in by mentioning their DP ID and Client ID in case of dematerialised shareholding / Folio no. in case of physical shareholding.

11. The last date specified in this Notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

12. Contact details of the person responsible to address the queries / grievances connected with the voting by electronic means, if any:

Mr. Hansraj Rathor, Managing Director, Heads Up Ventures Limited, Plot No. E-132, MIDC, Tarapur Industrial Area, Boisar, Dist: Palghar - 401506, Contact: 91-22-24117743, Email: info@huvl.in

13. The Detailed Procedure with respect to remote e-voting is mentioned below in the notice

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s ame” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

SPECIAL BUSINESSES:

SPECIAL RESOLUTION: 1

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. ABHISHEK SHIVPUJAN GIRI (DIN: 10364515) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Abhishek Shivpujan Giri (DIN: 10364515) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from November 11, 2024 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to Next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and as such the approval of the shareholders is required to be taken at the next General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Abhishek Shivpujan Giri (DIN: 10364515) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Abhishek Shivpujan Giri (DIN: 10364515) below in Table:

Brief Profile

Name	Mr. Abhishek Shivpujan Giri
DIN	(DIN: 10364515)
Date of Birth & Age	18/12/1999 25 years
Nationality	Indian
Qualifications	Mr. Abhishek Shivpujan Giri has completed B.Tech and Computer Science Engineering
Experience	Mr. Abhishek Shivpujan Giri has completed B.Tech and Computer Science Engineering. He has 6 years' experience in Land Trading Business, Investment Activities and Real Estate Business.
Terms and Conditions of appointment	Appointed as an Independent Director by Board of Directors in the Meeting held on November 11, 2024 subject to approval of Shareholders.

	Term of Appointment: Five years from the date of appointment i.e. November 11, 2024 to November 10, 2029
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	November 11, 2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mr. Abhishek Shivpujan Giri is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	1. Sellwin Traders Limited 2. Colique Agro Private Limited
Other Membership/ Chairmanship of Committees of other Boards	Committee member in Sellwin Traders Limited

SPECIAL RESOLUTION: 2

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. KUNJ YOGESHBHAI PATEL (DIN: 10856058) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Kunj Yogeshbhai Patel (DIN: 10856058) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from December 16, 2024 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to Next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and as such the approval of the shareholders is required to be taken at the next General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Kunj Yogeshbhai Patel (DIN: 10856058) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Kunj Yogeshbhai Patel (DIN: 10856058) below in Table:

Brief Profile

Name	Mr. Kunj Yogeshbhai Patel
DIN	(DIN: 10856058)
Date of Birth & Age	02/06/2003 22 years
Nationality	Indian
Qualifications	Mr. Kunj Yogeshbhai Patel has done Bachelor of Commerce (BCom) degree
Experience	Mr. Kunj Yogeshbhai Patel has done Bachelor of Commerce (BCom) degree. Kunj Patel is a highly skilled and accomplished director known for his expertise in financial management. Holding a Bachelor of Commerce (BCom) degree, Kunj has built a successful career in the field of finance and business management. With extensive experience in financial strategy, analysis, and corporate decision-making, Kunj has been instrumental in driving the financial success of the organizations he has worked with. His ability to navigate the complexities of financial management, coupled with his deep understanding of business operations, has made him a respected leader in his field.
Terms and Conditions of appointment	Appointed as an Independent Director by Board of Directors in the Meeting held on December 16, 2024 subject to approval of Shareholders. Term of Appointment: Five years from the date of appointment i.e. December 16, 2024 to December 15, 2029
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	December 16, 2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mr. Kunj Yogeshbhai Patel is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	Nil
Other Membership/ Chairmanship of Committees of other Boards	Nil

SPECIAL RESOLUTION: 3**REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. AKASH JITENDRAKUMAR PATEL (DIN: 10856039) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Mr. Akash Jitendrakumar Patel (DIN: 10856039) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from December 16, 2024 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to Next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and as such the approval of the shareholders is required to be taken at the next General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Akash Jitendrakumar Patel (DIN: 10856039) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Akash Jitendrakumar Patel (DIN: 10856039) below in Table:

Brief Profile

Name	Mr. Akash Jitendrakumar Patel
DIN	(DIN: 10856039)
Date of Birth & Age	08/04/1997 28 years
Nationality	Indian
Qualifications	Mr. Akash Patel completed his Bachelor of Commerce (BCom) degree from a recognized university
Experience	Mr. Akash Patel completed his Bachelor of Commerce (BCom) degree from a recognized university. Akash Patel is a highly experienced and accomplished director with a strong foundation in business management and entrepreneurship. Holding a Bachelor of Commerce (BCom) degree, Akash has utilized his academic qualifications to build a successful career in various sectors, focusing primarily on management roles and personal business ventures. His expertise spans across multiple facets of business, from operational management to strategic development, and his

	hands-on experience in the personal business domain has enabled him to thrive in a competitive and ever changing market place.
Terms and Conditions of appointment	Appointed as an Independent Director by Board of Directors in the Meeting held on December 16, 2024 subject to approval of Shareholders. Term of Appointment: Five years from the date of appointment i.e. December 16, 2024 to December 15, 2029
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	December 16, 2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mr. Akash Patel is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	Nil
Other Membership/ Chairmanship of Committees of other Boards	Nil

SPECIAL RESOLUTION: 4

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MS. AMRITA ASHUTOSH TIWARI (DIN: 10866957) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Ms. Amrita Ashutosh Tiwari (DIN: 10866957) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from December 16, 2024 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to Next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and as such the approval of the shareholders is required to be taken at the next General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Ms. Amrita Ashutosh Tiwari (DIN: 10866957) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Ms. Amrita Ashutosh Tiwari (DIN: 10866957) below in Table:

Brief Profile

Name	Ms. Amrita Ashutosh Tiwari
DIN	(DIN: 10866957)
Date of Birth & Age	13/01/1984 40 years
Nationality	Indian
Qualifications	Ms. Amrita Ashutosh Tiwari completed Bachelors in Arts, Diploma in Marketing Management and PGDBM (Marketing).
Experience	Ms. Amrita Ashutosh Tiwari completed Bachelors in Arts, Diploma in Marketing Management and PGDBM (Marketing). A competent professional with 13 years of rich experience in managing business products with key focus on product Marketing/Incentives/Rewards & Recognition and employee engagement Experience in Incentives for Products like LAP/Personal Loan/Gold Loan/Payment gateways/SME including handling rewards and recognition programs & events. Resourceful in interacting with verticals within the company for understanding their requirements and ways to incentivize employees. An effective leader with distinguished capabilities in recruiting, directing, leading & training a large workforce; imparting continuous training for accomplishing greater operational efficiency and achieving operational excellence
Terms and Conditions of appointment	Appointed as an Independent Director by Board of Directors in the Meeting held on December 16, 2024 subject to approval of Shareholders. Term of Appointment: Five years from the date of appointment i.e. December 16, 2024 to December 15, 2029
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	December 16, 2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Ms. Amrita Ashutosh Tiwari is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	Nil

Other Membership/ Chairmanship of Committees of other Boards	Nil
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SPECIAL RESOLUTION: 5

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR OF MR. HARSHKUMAR PRAVINBHAI PATEL (DIN: 10856046) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Harshkumar Pravinbhai Patel (DIN: 10856046) was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 16th December, 2024. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to Next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and as such the approval of the shareholders is required to be taken at the next General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Harshkumar Pravinbhai Patel (DIN: 10856046) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as an Ordinary Resolution.

Brief Profile

Name	Mr. Harshkumar Pravinbhai Patel
DIN	(DIN: 10856046)
Date of Birth & Age	11/02/1998 26 years
Nationality	Indian
Qualifications	Mr. Harshkumar Pravinbhai Patel has done Bachelor of Commerce (BCom) degree from a reputable institution
Experience	Mr. Harshkumar Pravinbhai Patel has done Bachelor of Commerce (BCom) degree from a reputable institution. Harsh Patel is an experienced and highly skilled director with a robust background in financial management and personal business operations. With a Bachelor of Commerce (BCom) degree and several years of professional experience in the financial sector, Harsh has made significant strides in both managing corporate finances and navigating the challenges of entrepreneurship. His unique blend of financial expertise and practical business experience has enabled him to drive financial growth and operational success in various

	<p>organizational contexts. This comprehensive experience has given him the ability to balance complex financial decision-making with a deep understanding of the entrepreneurial mindset, making him a versatile and valuable leader in the business world.</p>
Terms and Conditions of appointment	<p>Appointed as an Independent Director by Board of Directors in the Meeting held on December 16, 2024 subject to approval of Shareholders.</p> <p>Term of Appointment: Five years from the date of appointment i.e. December 16, 2024 to December 15, 2029</p>
Date of first appointment	December 16, 2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mr. Harshkumar Pravinbhai Patel is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	Nil
Other Membership/ Chairmanship of Committees of other Boards	Nil