

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: 28th March, 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**

BSE Scrip CODE: 540210 NEAPS: HEADSUP

Subject: Disclosure of the Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We are pleased to inform that Members of the Company have passed necessary resolutions as set out in the Postal Ballot Notice dated 22nd February, 2025. The details of Voting Results of Postal Ballot (including voting by electronic means) are enclosed herewith in format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and along with Scrutinizer's Report.

Kindly find the same in order and take on your record.

Thanking You,

Yours faithfully,

For, HEADS UP VENTURES LIMITED

Patel Harshkumar
Pravinbhai
Harshkumar Pravinbhai Patel
Director
(DIN: 10856046)

Digitally signed by Patel
Harshkumar Pravinbhai
Date: 2025.03.28 00:42:43
+05'30'

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

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General information about company

Scrip code	540210
NSE Symbol	HEADSUP
MSEI Symbol	NOTLISTED'
ISIN	INE759V01019
Name of the company	Heads Up Ventures Limityed
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-03-2025
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Ankur Dineshchandra Gandhi
Firms Name	Ankur Gandhi & Associates
Qualification	CS
Membership Number	48016
Date of Board Meeting in which appointed	22-02-2025
Date of Issuance of Report to the company	27-03-2025

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Voting results	
Record date	21-02-2025
Total number of shareholders on record date	20077
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2994245	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2994245	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	142663	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		142663	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	18945701	36318	0.1917	35052	1266	96.5141	3.4859
	Poll							
	Postal Ballot (if applicable)							
	Total		18945701	36318	0.1917	35052	1266	96.5141
Total		22082609	36318	0.1645	35052	1266	96.5141	3.4859
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				PREFERENTIAL ALLOTMENT OF UPTO 6,64,17,000 (SIX CRORES AND SIXTY FOUR LAKHS AND SEVENTEEN THOUSANDS ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO "NON-PROMOTER PUBLIC CATEGORY"				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2994245	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2994245	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	142663	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		142663	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	18945701	36318	0.1917	33604	2714	92.5271	7.4729
	Poll							
	Postal Ballot (if applicable)							
	Total		18945701	36318	0.1917	33604	2714	92.5271
Total		22082609	36318	0.1645	33604	2714	92.5271	7.4729
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

Ankur Gandhi
B.Com., M.Com., PGDBM, CS
Mo. : 98795 54222
93771 78170

SCRUTINIZER'S REPORT ON POSTAL BALLOT

To,
Chairman,
HEADS UP VENTURES LIMITED
Registered Office: Plot No.E -132, M.I.D.C.,
Tarapur Industrial Area, Thane,
Boisar, Maharashtra, India, 401506

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Ankurkumar D. Gandhi, proprietor of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries of Bilimora, had been appointed as Scrutinizer by the Board of Directors of Heads Up Ventures Limited for conducting the Postal Ballot process (including e-voting pursuant to Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014).

The Shareholders of the Company holding shares as on the "cut-off date" i.e. Friday, 21st February, 2025, were entitled to vote on the proposed resolution(s) as set out in the Postal Ballot Notice of the Company.

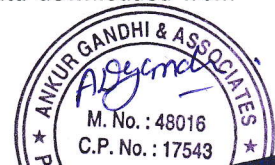
Notice of Postal Ballot dated 22nd February, 2025 (Notice) issued pursuant to Section 110 read with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, the Rules, Listing Regulations, the Articles of Association of the Company, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 read with other relevant circulars, including General Circular Nos. 03/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 and the latest being 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), for the purpose of scrutinizing the electronic voting process through remote e-voting (e-voting") in a fair and transparent manner.

The voting period for the Postal Ballot commenced from 9.00 a.m. (IST) on February 25, 2025 (9.00 AM.) and ends on March 26, 2025 (5.00 PM). The voting was blocked thereafter.

As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed on the last date specified for e-voting, i.e. March 26, 2025.

The Company had availed the e-voting facility offered by MUFG Intime India Private Limited for conducting e-voting by the Shareholders of the Company.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from MUFG Intime India Private Limited e-voting system and voting through Postal Ballot.



Office :

1/18, Kadambari Apartment - A, 3rd Floor, College Road, Bilimora - 396 321.

E-mail : adgandhi1989@gmail.com, csankurgandhi@gmail.com



Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

You are requested to take note of the above and oblige. We are enclosing report generated from the website of MUFG Intime India Private Limited, with regard to electronic voting for your records.

ITEM NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

Voting results for the resolution:

(i) Postal ballot (Physical):

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	Nil	Nil	Nil
Votes against the Resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) E-Voting:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	41	35052	96.51
Votes against the Resolution	7	1266	3.49
Invalid Votes	0	0	0
Total	48	36318	100

(iii) Total:

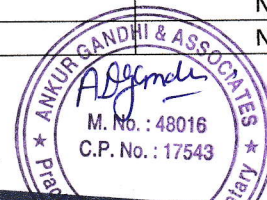
	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	41	35052	96.51
Votes against the Resolution	7	1266	3.49
Invalid Votes	0	0	0
Total	48	36318	100

ITEM NO. 2: PREFERENTIAL ALLOTMENT OF UPTO 6,64,17,000 (SIX CRORES AND SIXTY-FOURLAKHS AND SEVENTEEN THOUSANDS ONLY) FULLY CONVERTIBLE WARRANTS TOTHE PERSONS BELONGING TO "NON-PROMOTER, PUBLIC CATEGORY"

Voting results for the resolution:

(i) Postal ballot (physical):

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	Nil	Nil	Nil
Votes against the Resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil
Total	Nil	Nil	Nil



Office :

1/18, Kadambari Apartment - A, 3rd Floor, College Road, Bilimora - 396 327.

E-mail : adgandhi1989@gmail.com, csankurgandhi@gmail.com



Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

Ankur Gandhi
B.Com., M.Com., PGDBM, CS
Mo. : 98795 54222
93771 78170

(ii) E-Voting:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	30	33604	92.53
Votes against the Resolution	18	2714	7.47
Invalid Votes	0	0	0
Total	48	36318	100

(iii) Total:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	30	33604	92.53
Votes against the Resolution	18	2714	7.47
Invalid Votes	0	0	0
Total	48	36318	100

NOTE: For Resolution No. 2, the Company has filed a withdrawal application dated 12.03.2025 for the resolution concerning the issue of warrants. Therefore, the voting results for this resolution are provided for informational purposes only.

I report that the resolutions as set out in the Notice of Postal Ballot are passed with requisite majority.

The relevant records relating to Postal Ballot were sealed and handed over to the Chairman of the Company.

Thanking you,
Yours faithfully

For Ankur Gandhi & Associates
Practicing Company Secretaries

Ankurkumar D. Gandhi
Proprietor
M. No. : A-48016
C. O. P.: 17543
UDIN: A048016F004168022
Peer Review No.: 2468/2022



Place: Bilimora
Date: 27.03.2025

Office :
1/18, Kadambari Apartment - A, 3rd Floor, College Road, Bilimora - 396 321.
E-mail : adgandhi1989@gmail.com, csankurgandhi@gmail.com