



Shreeshay Engineers Limited

501, Kailas Plaza, V. B. Lane, Ghatkopar (E), Mumbai - 400 075.
Tel. +91 22 2508 2300/ +902 9993635 / Fax+91 22 2508 2400
Website: www.shreeshay.com. E-mail: info@shreeshay.com
CIN. L67190MH1995PLCO87145

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given to the Members of Shreeshay Engineers Limited (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021 (the “MCA Circulars”) in view of COVID-19 pandemic and any other applicable laws and regulations, that the following businesses is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means only (“e-voting”) and Ballot Paper.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Friday, 31st March, 2023.

SPECIAL BUSINESS:

1) Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Ltd (NSE)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Limited (“NSE”).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited and NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited and as well as on the Main Board of NSE.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, matters and things without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.”

2) Shifting of Registered Office from one city to another city

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from “501, Kailas Plaza, V.B. Lane Ghatkopar East Mumbai, Maharashtra-400077, India.” to “Shop No. F-04, 1st Floor, Eternity Mall, Naupada, Teen Haath Naka, LBS Marg, Eastern Express Highway Thane West-400604, India.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company either jointly or severally be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the registered office of the company.”

3) Appointment of Mr. Jignesh Thobhani (DIN: 07702512) As Managing Director & CFO 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 Mr. Jignesh Thobhani (DIN: 07702512), who was appointed as Managing Director & CFO in the Board Meeting held on 28th December, 2022 and 23rd February, 2023 respectively as per the terms and conditions agreed between them, the consent of Members be and is hereby accorded to appoint Mr. Jignesh Thobhani as the Managing Director & CFO of the Company for the period of 3 years pursuant to the provisions of Section 196, 197, 203 and schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, subject to the limit set out in Schedule V of the Companies Act, 2013 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceeds the limit specified in schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company either jointly or severally be and is hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all formalities etc. as may be required to comply with all formalities in this regard”.

Following are disclosures pursuant to the provisions of Companies Act, 2013.

Background Details	Mr. Jignesh Thobhani has done Diploma in Pharmacy from B.K. Modi Government Pharmacy College, Saurashtra University, Rajkot. He has Experience of more than 25 Years in the family business of Equities, commodities and real estate investment and consulting.
Recognition or awards	NIL
Remuneration proposed	Rs. 1/-
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable

4) Appointment of Ms. Himani Bhootra (DIN: 09811030) as Non-Executive Independent 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 Ms. Himani Bhootra (DIN: 09811030) who was appointed as an Additional Independent Director in the Board Meeting held on 28th December, 2022 pursuant to applicable provisions of Companies Act, 2013 with effect from December 28, 2022, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years up to December 27, 2027 and she shall not be liable to retire by rotation.

FURTHER RESOLVED THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5) Appointment of Mr. Manish Tarachand Pande (DIN: 08712019) as Non-Executive Independent 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 provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Manish Tarachand Pande (DIN: 08712019) who was proposed by the Board of Directors of the company in its meeting held on February 23, 2023 having DIN: 09840230 as Non-Executive Independent Director of the Company to hold office for a term of five years from February 23, 2023 upto February 22, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby authorized to file forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

6) Appointment of Mr. Keshav Rathi (DIN: 07288145) as Non-Executive Independent 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 provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Keshav Rathi (DIN: 07288145) who was proposed by the Board of Directors of the company in its meeting held on February 23, 2023 having DIN: 09840230 as Non-Executive Independent Director of the Company to hold office for a term of five years from February 23, 2023 upto February 22, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to file forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

Registered Office:

501, Kailas Plaza, V.B. Lane, Ghatkopar
East, Mumbai, Maharashtra-400077, India.

Website: www.shreeshay.com

Email: info@shreeshay.com

Place: Mumbai

Date: 27th February, 2023

By Order of the Board of Directors
For SHREESHAY ENGINEERS LIMITED

Sd/-
Jignesh Thobhani
Managing Director
DIN: 07702512

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 24th February, 2023. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **Bigshare Services Private Ltd**, Registrar and Transfer Agent of the Company, by writing them on info@bigshareonline.com
3. The Notice shall also be uploaded on the website of the Company, National Securities Depository Limited (“NSDL”) and BSE Limited. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, 24th February, 2023 being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from Thursday, March 02, 2023 at 9.00 a.m. IST and end on Friday, March 31, 2023 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The facility for voting through ballot paper is also available and the members who have not cast their vote by remote e-voting may exercise their right through ballot paper (which forms part of this Notice) and send to company on info@shreeshay.com latest by 31st March, 2023 (any ballot forms received after 05:00 p.m. will not be considered valid and disposed off)
8. The Board of Directors of the Company has appointed Ms. Mayuri Rupareliya, Practising Company Secretary (FCS 51422, CP 18634), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Monday, 03rd April, 2023. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, March 31, 2023, being the last date specified by the Company for e-voting.
10. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website and on the website of NSDL.
11. The Instructions for Members for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="570 411 1421 810">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="570 846 1421 989">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="570 1024 1421 1461">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="570 1497 1421 1598">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. 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 csmayurirupareliya@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@shreeshay.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@shreeshay.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 or call ontoll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in

Registered Office:

501, Kailas Plaza, V.B. Lane, Ghatkopar
East, Mumbai, Maharashtra-400077, India.

Website: www.shreeshay.com

Email: info@shreeshay.com

Place: Mumbai

Date: 27th February, 2023

By Order of the Board of Directors
For SHREESHAY ENGINEERS LIMITED

Sd/-
Jignesh Thobhani
Managing Director
DIN: 07702512

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 1

The equity shares of the Company were listed on SME segment of BSE Limited on 21st March, 2018 and intends to migrate to the Main Board of BSE Limited and to the Main Board of National Stock Exchange of India Ltd (NSE) as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of BSE Limited and NSE will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited and NSE as set out in the resolutions.

The Board recommends the resolutions set out at Item No. 1 of the Notice for approval by the Members.

None of its Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution, except to their shareholding in the Company.

ITEM NO. 2

As per Provision of Section 12 of the Companies Act, 2013 read with rule 27 of Chapter II of The Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in 501, Kailas Plaza, V.B. Lane Ghatkopar East Mumbai, Maharashtra-400077, India. Now the Board of Directors of the company at its meeting held on 23rd February, 2023, decided that the registered office of the Company is to be shifted to Shop No. F-04, 1st Floor, Eternity Mall, Naupada, Teen Haath Naka, Eastern Express Highway Thane West-400604, India., a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting registered office to "Shop No. F-04, 1st Floor, Eternity Mall, Naupada, Teen Haath Naka, Eastern Express Highway Thane West-400604, India."

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of Item No. 2

ITEM NO. 3

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on December 28, 2022 had approved the appointment of Mr. Jignesh Thobhani as Managing Director and on February 23, 2023 as CFO of the Company and further approved the terms of their remuneration subject to the approval of the members.

Following are the disclosures pursuant to provisions of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

Nature of Industry	Civil Construction		
Date of commencement of commercial production	Not Applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Particulars (in Rs.)	2020-2021	2021-2022
	Sales	72,324,878	126,824,201
	Profit/Loss	4,600,814	7,085,197

	Equity Capital	132,033,960	132,033,960
	Reserves and Surplus	85,737,451	92,822,648
Foreign investments or collaborations, if any.	Nil		

II. INFORMATION ABOUT THE APPOINTEE

Background Details	Mr. Jignesh Thobhani has done Diploma in Pharmacy from B.K. Modi Government Pharmacy College, Saurashtra University, Rajkot. He has experience of more than 25 years in the family business of equities, commodities and real estate Investment and consulting.]
Past Remuneration	No remuneration is payable to him by the Company.
Job profile	Managing Director & CFO
Recognition or awards	NIL
Remuneration proposed	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	At par
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable

III. OTHER INFORMATION

Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms.	Good

IV. DISCLOSURES

Remuneration package	As mentioned in the Resolution
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No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Jignesh Thobhani.

ITEM NO. 4

Ms. Himani Bhootra was proposed to be appointed as Non-Executive Independent Director w.e.f December 28, 2022 for a period of five years upto December 27, 2027. The Board of Director of the Company ("Board"), at its meeting held on December 28, 2022 has subject to approval of members, proposed to appoint Ms. Himani Bhootra as Independent Director, for a period of 5 (five) years with effect December 28, 2022 upto December 27, 2027.

The Nomination Committee of the Board of Director, recommends appointment of Ms. Himani Bhootra as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Ms. Himani Bhootra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to appoint Ms. Himani Bhootra as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

None of the Manager, Key Managerial Personnel, director and their relatives is interested or concerned, financially or otherwise in the resolution except Ms. Himani Bhootra.

ITEM NO. 5

Mr. Manish Tarachand Pande is proposed to be appointed as Non-Executive Independent Director w.e.f February 23, 2023 for a period of five years upto February 22, 2028. The Board of Director of the Company ("Board"), at its meeting held on February 23, 2023 has subject to approval of members, proposed to appoint Mr. Manish Pande as Independent Director, for a period of 5 (five) years with effect February 23, 2023 upto February 22, 2028.

The Nomination Committee of the Board of Director, recommends appointment of Mr. Manish Pande as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Manish Tarachand Pande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to appoint Mr. Manish Tarachand Pande as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

None of the Manager, Key Managerial Personnel, director and their relatives is interested or concerned, financially or otherwise in the resolution except Mr. Manish Tarachand Pande.

ITEM NO. 6

Mr. Keshav Rathi is proposed to be appointed as Non-Executive Independent Director w.e.f February 23, 2023 for a period of five years upto February 22, 2028. The Board of Director of the Company ("Board"), at its meeting held on February 23, 2023 has subject to approval of members, proposed to appoint Mr. Keshav Rathi as Independent Director, for a period of 5 (five) years with effect February 23, 2023 upto February 22, 2028.

The Nomination Committee of the Board of Director, recommends appointment of Mr. Keshav Rathi as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Keshav Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to appoint Mr. Keshav Rathi as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

None of the Manager, Key Managerial Personnel, director and their relatives is interested or concerned, financially or otherwise in the resolution except Mr. Keshav Rathi.

ANNEXURE A**PROFILE OF DIRECTORS**

Pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Directors proposed to be appointed is given below.

PARTICULARS	MR. JIGNESH THOBHANI
Current Position	Managing Director & CFO
Age:	46 years
Qualification:	Diploma in Pharmacy
Experience:	25 years
Expertise in specific functional areas	Experience of more than 25 years in the family business of equities, commodities and Real estate investment and consulting.
Date of first Appointment:	28.12.2022
Number of Board Meetings attended during the year:	1 (one)
Shareholding in the Company:	96,11,396 equity shares
Relationship with Other Directors:	None
Other Directorships:	1. Cute Distributors Pvt Ltd 2. Merlin Commosils Pvt Ltd 3. JNP Wealth Coach Pvt Ltd
Memberships / Chairmanship of Committees:	2 (Two)

PARTICULARS	MS. HIMANI BHOOTRA
Current Position	Non-Executive Independent Director
Age:	30 years
Qualification:	B.com, M.com, LLB and Associate member of ICSI
Experience:	5 years
Expertise in specific functional areas	Experience of 5 years in Company law and Securities law
Date of first Appointment:	28.12.2022
Number of Board Meetings attended during the year:	1 (one)
Shareholding in the Company:	Nil
Relationship with Other Directors:	None
Other Directorships:	None
Memberships / Chairmanship of Committees:	2 (Two)

PARTICULARS	MR. KESHAV RATHI
Current Position	Non-Executive Independent Director
Age:	31 years
Qualification:	Bachelor's in Law, MBA, Diploma in Financial Management and Practicing Company Secretary
Experience:	6 years
Expertise in specific functional areas	More than six years of experience in the financial, legal and secretarial areas and advising the companies on the corporate restructuring transactions
Date of first Appointment:	23.02.2023
Number of Board Meetings attended during the year:	0
Shareholding in the Company:	0
Relationship with Other Directors:	None
Other Directorships:	R & B Infra Project Limited
Memberships / Chairmanship of Committees:	3 (three)

PARTICULARS	MR. MANISH TARACHAND PANDE
Current Position	Non-Executive Independent Director
Age:	35 years
Qualification:	B.com and Associate member of ICSI
Experience:	6 years
Expertise in specific functional areas	Over 6 years of experience in the field of compliance, legal and secretarial
Date of first Appointment:	23.02.2023
Number of Board Meetings attended during the year:	0
Shareholding in the Company:	0
Relationship with Other Directors:	None
Other Directorships:	1. SP Refractories Limited 2. Nirmitee Robotics India Limited 3. Farmico Cold Chain & Logistics Limited
Memberships / Chairmanship of Committees:	2 (two)

FORM No. MGT-12**POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rules 21(1)(C) of the Companies (Management And Administration) Rules, 2014)

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Name Shareholder (In block letters)	
2.	Registered Address	
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I / We hereby exercise my / our vote in respect of following Ordinary/Special resolution as set out in the Postal Ballot Notice dated 27th February, 2023, enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	I assent to the resolution	I dissent from the resolution
			“FOR”	“AGAINST”
1	To approve Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Ltd (NSE)			
2	To approve shifting of Registered Office form one city to another but within the same state and jurisdiction.			
3	To appoint Mr. Jignesh Thobhani (DIN: 07702512) As Managing Director of the Company			
4	To appoint Ms. Himani Bhootra (DIN: 09811030) as Non-Executive Independent Director of the Company			
5	To appoint Mr. Manish Tarachand Pande (DIN: 08712019) as Non-Executive Independent Director of the Company			
6	To appoint Mr. Keshav Rathi (DIN: 07288145) as Non-Executive Independent Director of the Company			

Place:**Date:**_____
Signature of Shareholder/Authorised Representative