

Mahaan Impex Limited

CIN: L67120GJ1982PLC105654

Registered Office: 206, Shilp-II, above HDFC Bank, Nr. Income Tax Circle,
Ashram Road, Ahmedabad-380009

Email: mahaanimpex@gmail.com Website: www.mahaanimpex.com

Tel. No: +91 – 6351988376

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (“the Act”) if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, that the resolution (along with Statement pursuant to Section 102 of the Act) appended below is proposed to be passed by the members through Postal Ballot/Electronic Voting (e-voting):

1. Amendment in Main Object Clause by Inserting New objects.
2. Change of Name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company
3. Increase of Authorized Capital of the Company
4. Alteration In Capital Clause of The Memorandum of Association Of The Company
5. Issue of Equity Shares on Preferential Basis

The proposed Special Businesses, along with explanatory statement, pertaining to the aforesaid resolutions setting out all material facts and the reasons for which resolutions are being proposed, pursuant to Section 102 of the Companies Act, 2013 and a postal ballot form are enclosed for your consideration. The Company has appointed Mr. Ajit Mahendrakumar Santoki, Proprietor of M/s. A Santoki & Associates, Practicing Company Secretary, Ahmedabad (CP No. 2539) as a Scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed at the end of the postal ballot form and return the form duly completed in the attached self-addressed, prepaid envelope, so as to reach the scrutinizer not later than 5.00 p.m. (IST) on Tuesday 23th June, 2020. The ballot forms received after the said date and time will be treated as not received.

Further, Members may note that as required under the provisions of Section 110 read with Section 108 of Companies Act, 2013 and any other applicable rules made there under and under Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide electronic voting (“e-voting”) as an alternative to its Members to enable them to cast their votes electronically instead of physical ballot. For e-voting purpose, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to members of the Company. It may be noted that e-voting facility is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form. However, in case Members cast their vote by physical ballot and e-Voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

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The e-voting facility is available on the link www.evotingindia.com from 9.00 a.m. (IST) on Monday, 25th May, 2020 up to 5.00 p.m. (IST) on Tuesday, 23th June, 2020. Please refer the instructions given for e-voting at the end of the Notice for the purpose and the manner in which e-voting has to be carried out.

SPECIAL BUSINESSES:

1. Amendment in Main Object of MOA :

To consider and if thought fit, to give assent/dissent for the following resolution as a
Special Resolution:

“RESOLVED THAT pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-”

Insertion of new clause numbered as sub-Clause 1 to 3 in Clause III (A) of Main Objects and deletion of old Sub-clause 1 to 3:-

- 1) To carry on the business as clearing, forwarding, transport agents, agents for handling materials, contractors for movements of goods and materials, charterers of road vehicles, ships, barges and boats of every descriptions, customs agents, shipping agents, ship brokers, ship managers, charterers, wharfingers, stevedores, transshipment agents, freight contractors insurance brokers, shroffs, warehousemen, loading brokers, carriers by road, rail, water and air, guarantee brokers, commission agents, exporters and underwriters, packers, cartage and haulage contractors, store-keepers, cargo superintendents, job masters, and mukadams, tug owners, barge owners, lighter men, dock owners, ship store merchants, to establish, maintain and operate shipping, transport services (public and private) for passengers and cargo between such ports in any part of the world to purchase, take in exchange, or on hire purchase, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships trawlers, drifter, tugs and vessels, to undertake and carry on all or any of the trades and business of shippers, ship owners, ship brokers, shipping agent, underwriters, ship managers, tug owners, shipping agents, loading brokers, freight contractors carriers by land, air and water transport, haulage and general contractor, barge owners, lighter-railway and for-warding agents, dock owners agents, dock owners, engineers, ships store merchants, stevedores, warehousemen, wharfingers, salvors, ship builders, ship repairers.

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- 2) To carry on the business of clearing and forwarding agents, freight agents, steamer agents, courier and cargo handlers in all modes including bulk and containers, articles, or things or heavy and over dimensional cargo, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen and maintaining all types of goods and Equipments in good conditions supplied by the Principals.
- 3) To carry on the business of providing Logistics Services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

2. Change of Name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:

To consider and if thought fit, to give assent / dissent for the following resolution as a
Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act,2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Mahaan Impex Limited” to “Seacoast Shipping Services Limited and/or any other name approved by the Registrar of Companies.”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Mahaan Impex Limited" be substituted with the new name, i.e. " Seacoast Shipping Services Limited "and/or any other name approved by the Registrar of Companies" in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority

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to appear before the Office of the Registrar of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

- I. The name of the Company is ‘Seacoast Shipping Services Limited’.

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

3. Increase of Authorized Capital of the company:

To consider and if thought fit, to give assent/dissent for the following resolution as a *Special Resolution*:

"RESOLVED THAT, pursuant to the provisions of Section 61,64 and other applicable provisions, if any, of the Companies Act, 2013(including any amendment thereto or re-enactment thereof) read with rules framed there under and Articles of Association of the company, consent of the shareholder of the company be and is hereby accorded to increase the authorised share capital of the company from Rs. 2,25,00,000 (Rupees Two Crore Twenty Five Lakhs) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 25,00,00,000 (Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT, any one of the Directors of the Company be and is hereby authorized to sign (including e-signing), file and submit requisite forms, applications and other documents with Registrar of Companies, Ministry of Corporate Affairs and other Statutory authorities as may be necessary to give effect to the said resolution.”

4. ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to give assent/dissent for the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013(including any amendment thereto or re-enactment thereof) read with rules framed there under and Articles of Association of the company, consent of the shareholder of the company be and is hereby accorded that the existing

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Clause Vth of the Memorandum Of Association of the company be and is hereby substituted with the following clause:

V. The Authorised Share Capital Of The Company is Rs. 25,00,00,000 (Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign (including e-signing), file and submit requisite forms, applications and other documents with Registrar of Companies, Ministry of Corporate Affairs and other Statutory authorities as may be necessary to give effect to the said resolution.”

5. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 including Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot, from time to time and in one or more tranches, upto 2,02,00,000 (Two Crore Two Lakh) no. of equity shares, out of which 52,00,000 (Fifty Two Lakh) no. of equity shares at an issue price of Rs. 15.15/- (Rupees Fifteen and Fifteen Paise each) per equity share including premium Rs. 5.15/- per share for Cash to below mentioned proposed allottees by way of a Preferential allotment, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

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Sr. No.	Name of Proposed Allottee	No. of equity shares to be Allotted	PAN	Category
1	Credo Holding Private Limited	10,00,000	AAACD6735G	Non-Promoter
2	Parasmal Kundanmal Shah	10,00,000	ASOPS6543G	Non-Promoter
3	ParasmalKundanmal Shah HUF	10,00,000	AAOHS9993Q	Non-Promoter
4	CSB Projects Private Limited	10,00,000	AADCC6909J	Non-Promoter
5	Shail T. Shah	6,00,000	HAMPS6706J	Non-Promoter
6	Deep T. Shah	6,00,000	DWBPS3733L	Non-Promoter

And 1,50,00,000 (One Crore Fifty lakh) no. of equity shares at an issue price of 15.15/- (Rupees Fifteen and Fifteen Paise each) per equity share including premium Rs. 5.15/- per share to below mentioned proposed allottee for consideration other than cash (i.e. against the valuation of takeover of M/s Seacoat Shipping and Marine Services, proprietorship firm of Mr. Manish R. Shah as a going concern business) by way of a Preferential allotment, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion.

Sr. No.	Name of Proposed Allottee	No. of equity shares to be Allotted	PAN	Category
1	Manish R. Shah	1,50,00,000	AVUPS3273N	Promoter

RESOLVED FURTHER THAT the aforesaid equity shares so issued shall rank pari passu with the existing equity shares of the company in all respects including as to dividend.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 22nd May, 2020, being the 30 days prior to the date on which the resolution is deemed to be passed i.e., the last day specified for receipt of duly completed Postal Ballot Forms or remote electronic voting.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

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RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For Mahaan Impex Limited

Sd/-
Manish Raichand Shah
Managing Director
Date: 18/05/2020

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Notes:

1. The Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts and for resolution for which above resolution being proposed are appended herein below.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Saturday the 16/05/2020.
3. The Company has appointed Mr. Ajit Santoki, Proprietor of A Santoki & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Members desiring to cast their votes by Postal Ballot are requested to read carefully the instructions printed at the end of the Postal Ballot Form and return the same duly completed on the attached self-addressed pre-paid envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Tuesday, the 23rd June, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
5. In compliance with the provisions of Section 110 read with Section 108 of Companies Act, 2013 and other applicable rules made there under and under Regulation 44 of LODR, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The instructions for e-voting are detailed at the end of this notice.
6. The e-voting facility is available on the link www.evotingindia.com from 9.00 a.m. (IST) on Monday, 25th May, 2020 up to 5.00 p.m. (IST) on Tuesday 23rd June, 2020.
7. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link www.mahaanimpex.com or seek duplicate Postal Ballot Form from the Company, fill in the details and send the same to the Scrutinizer.

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8. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by physical ballot and e- voting, at that instance voting done through e-voting shall prevail and voting done by postal ballot will be not considered in counting.
9. The result of the Postal Ballot shall be declared by the Chairman or in case of absence of the Chairman, the Managing Director of the Company, on Saturday, the 24th June, 2020 at the Registered Office of the Company. The result of the Postal Ballot along with scrutinizer report thereon shall also be hosted on the website of the Company www.mahaanimpex.com and website of the agency i.e. CDSL.
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item no.1

As per the relevant provisions of the Companies Act, 2013 the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013.

The Board of directors is of the opinion that this business will help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself.

Your Board proposes to insert new clause 1 to 3 business activities as per detailed objects as set out in the resolution under Clause III (A) - Main Objects of the Memorandum of Association of the Company.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company during normal business hours on all working days of the company between 11.00 a.m. to 1.00 p.m. The approval of shareholders of the Company is required by way of a special resolution for the proposed

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alteration(s) in the Object Clause of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

Item No. 2

Your Company is engaged in the business of trading in Textiles and related products and activities. Now the Company would like to change its business activity from textile trading to business of shipping and Logistic activities. focus on verticals activities set out in Resolution 1 of the notice that will govern the growth of the future. The Board of directors believes that continuation of the name of the Company may be a misnomer, and therefore it is imperative to give your Company a new name and identity which reflects the genesis of its business for the next phase of growth.

The Directors consider the proposed Special Resolutions in the interest of your Company and recommend the special resolutions under item no. 2 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the name of company. The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item No.2 for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special Resolutions except to the extent of their shareholding.

Item No. 3

It is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 2,25,00,000/- (Rupees Two Crore Twenty Five Lakhs only) divided into 22,50,000 (Twenty Two Lakh Fifty Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) by creation of additional capital of Rs. 22,75,00,000/- (Rupees Twenty Two Crores Seventy Five Lakhs only), as indicated in the Resolution at Item No. 3 of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company. The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item No. 3 for your approval.

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None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.

Item No. 4

Consequent to increase in Authorised Share capital, it is necessary to alter the Capital Clause V of the Memorandum of Association of the Company.

In Further, pursuant of Companies Act, 2013, alteration in Memorandum of Association is subject to the approval of shareholders of the company by way of Special resolution.

In view of thereof, your directors seek your approval for alter the Capital Clause V of the Memorandum of Association of the company and proposed in a Special resolution in item no.4 above.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution.

Item No. 5

As per Section 42, 62 (1)(c) of the Companies Act, 2013, approval of shareholders is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

The Disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:-

1) Objects of the Preferential issue:

The object of the issue is to meet the fund requirements of the company for business expansion and for long term working capital requirements.

2) Maximum number of specified securities to be issued:

- (a) The Board intends to offer, issue and allot 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of the Company to the Promoters.
- (b) The Board intends to offer, issue and allot 52,00,000 (Fifty Two Lakh) Equity Shares of the Company to the Non-Promoters.

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3) Intention of Promoters /Directors /Key management persons to subscribe to the offer:

None of the other Promoters, Directors or Key Management Personnel intends to subscribe to the shares of the Company in the proposed issue other than the following;

1) Mr. Manish Raichand Shah- Promoter and Managing Director

4) Shareholding pattern before and after the issue:-

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sr. No.	Category	Pre issue		Post issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters Holding				
1	Indian Promoters	16,01,700	71.34	1,66,01,700	73.96
	Foreign Promoters	Nil	Nil	Nil	Nil
2	Persons Acting in Concert	Nil	Nil	Nil	Nil
	Sub-Total	16,01,700	71.34	1,66,01,700	73.96
B	Non-Promoters Holding				
1	Institutional investors	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
	Banks, FIs, Insurance companies	Nil	Nil	Nil	Nil
	NRIS/OCBs	Nil	Nil	Nil	Nil
	FIs	Nil	Nil	Nil	Nil
	Sub-Total	Nil	Nil	Nil	Nil
2	Others				
	Private Body Corporate	Nil	Nil	20,00,000	8.92

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Ashram Road, Ahmedabad-380009

Email: mahaanimpex@gmail.com Website: **www.mahaanimpex.com**

Tel. No: +91 – 6351988376

	Indian Public	6,43,300	28.66	28,43,300	12.67
	NRI	Nil	Nil	Nil	Nil
	Hindu Undivided Families	Nil	Nil	10,00,000	4.45
	Clearing Members	Nil	Nil	Nil	Nil
	Sub-Total	6,43,300	28.66	58,43,300	26.04
	Grand Total	22,45,000	100.00	2,24,45,000	100.00

Notes:-

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on 16/05/2020
- 2) The post-issue shareholding pattern has been arrived on the assumption that 2,02,00,000 (Two Crore Two Lakh) no. of equity shares of the company be issued.

5) Proposed Time within which the allotment shall be completed.

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

6) The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of Proposed Allottees	Category	Pre Issue Holding		Post – Issue Holding		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of Shares	%	No. of Shares	%	

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1	Manish R. Shah**	Promoter	2,30,000	10.25	1,52,30,000	67.85	Manish R. Shah
2	CREDO Holding Private Limited	Non-Promoter Individual	Nil	Nil	10,00,000	4.46	Rakesh Sukhraj Shah
3	Parasmal Kundanmal Shah	Non-Promoter Individual	Nil	Nil	10,00,000	4.46	Parasmal Kundanmal Shah
4	Parasmal Kundanmal Shah-HUF	Non-Promoter Individual	Nil	Nil	10,00,000	4.46	Parasmal Kundanmal Shah
5	CSB Projects Private Limited	Non-Promoter Individual	Nil	Nil	10,00,000	4.46	Rakesh Sukhraj Shah
6	Shail T. Shah	Non-Promoter Individual	2,31,000	10.29	8,31,000	3.70	Shail T. Shah
7	Deep T. Shah	Non-Promoter Individual	2,31,000	10.29	8,31,000	3.70	Deep T. Shah

*(Assuming full allotment of 2,02,00,000 no. of equity shares)

** Mansih R. Shah will take further 11,30,200 equity shares from the past promoters under Takeover offer, so his existing shares will come 13,60,200 Equity shares instated of 2,30,000 and so his post takeover holding will come 1,63,60,200(72.89)

7) Lock- In requirements:

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

8) Change in the control or composition of the Board:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

9) Price of the issue and relevant date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday, May 22, 2020, for the purpose of computation of issue price of the said Equity Shares, which is a date 30 days prior to the date on which the resolution is deemed to be passed i.e., the last date specified for receipt of duly completed Postal Ballot Form or remote electronic voting.

The equity shares of the company are listed on BSE limited and CSE Limited but not frequently

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traded. The Issue price i.e. Rs. 15.15/- per equity shares, is decided on the basis of Certificate of registered valuer which is arrived as per SEBI ICDR Regulations, 2018.

10) Registered Valuers Certificate:

The Certificate issued by Vikash Goel, Registered valuers (Reg. No. IBBI/RV/01/2018/10339) to the Pricing of the issue and that this preferential issue of securities is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during office hours up to the date of declaration of results.

11) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered valuer:

The Certificate issued by Keyur J. Shah, Registered valuer (Reg. No. IBBI/RV/03/2019/12123) for valuation of the assets in consideration for which 1,50,00,000 no. of equity shares of the company are proposed to Mr. Manish R. Shah, will be available for inspection at the registered office of the Company during office hours up to the date of declaration of results of postal ballot.

12) Undertaking by the company:

The Company undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. Further the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

13) Other Disclosures:

- (i) A copy of the certificate from M/s Pankaj R. Shah & Associates, the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available for inspection at the Registered Office of the Company on all working days of the company between 11:00 a.m. to 1:00 p.m. up to the date of declaration of the result of Postal Ballot.
- (ii) All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- (iii) None of the Company, the Promoter or the Directors has been declared as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iv) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- (v) None of the Promoter /Non-promoters to whom equity shares are proposed to be

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allotted by this preferential issue had sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

- (vi) The Company has not made any preferential allotment of Equity Shares during the last financial year.

In view of the above, it is proposed to issue up to 2,02,00,000 (Two Crore Two Lakh only) Equity Shares of nominal value of Rs. 10/- (Rupees Ten only) each fully paid-up on preferential basis at the price of Rs. 15.15/-per share. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2018.

The Consent of the shareholders is being sought pursuant to the provision of section 62 and other applicable provision of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India which the company's shares are listed.

The Board at its meeting held on 18th May, 2020 approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Except Mr. Manish R. Shah, none of the other Directors, KMPs and their relatives, other than to the extent of their shareholding in the Company, if any, is concerned /interested, financially or otherwise, in the above resolution.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolutions at Item No. 5 for approval of the Members as a Special Resolution

By Order of the Board of Directors
For Mahaan Impex Limited

Sd/-

Manish Raichand Shah
Managing Director
Date:18/05/2020

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Instructions for E-voting Process

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Monday, 25th May, 2020 09:00 a.m. to 5.00 p.m. (IST) on Tuesday, 23rd June, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the date of 16th May, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach

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‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Mahaan Impex Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they

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have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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POSTAL BALLOT FORM

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

Sr. No.	Particulars	Details
1	Name and Registered address of the Sole/ First Member (In block letters)	
2	Name(s) of the Joint Member(s), if any	
3	Registered folio No. / *DP ID No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/ our vote in respect of the following Special Resolution to be passed through Postal Ballot, for the business stated in postal ballot notice by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate Box below:

Item No.	Particular	No. of shares held by me/us	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1	Amendment in Main Object Clause by inserting new objects			
2	Change of Name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:			
3	Increase of Authorized Capital of the Company			
4	Alteration In Capital Clause Of The Memorandum of Association of The Company			
5	Issue of Equity Shares on Preferential Basis			

Place: _____

Date: _____

(Signature of the Shareholder/ Authorised Representative)

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Note: Please read the instructions given overleaf carefully before exercising your vote. For those opting to vote through electronic means instead of voting by the above Postal Ballot, facility is available at the web link: www.evotingindia.com

The facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting	End of e-voting
25/05/2020 (From 09:00 A.M.)	23/06/2020 (up to 05:00 P.M.)

The facility for voting through electronic means will be disabled for voting by Central Depository Services (India) Limited upon expiry of the aforesaid voting period

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INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the member will also be accepted.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his/ her absence, by the next named member.
3. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ajitsantoki@gmail.com In case of voting through electronic means, they may upload the same in the e-voting module in their login. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
4. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
5. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
6. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Tuesday, June 23, 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
7. A member may request for a duplicate Postal Ballot Form, if so required, from Company. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (6) above.
8. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed envelope as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
9. The Company is also offering e-voting facility as an alternate option, for all its members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated 18/05/2020.

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10. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

11. The results of the Postal Ballot shall be declared on or before Wednesday, June 24, 2020. The resolution if approved by the requisite majority shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. Tuesday, June 23, 2020.