



MANVIJAY DEVELOPMENT COMPANY LIMITED

Reg. Office No. 701/B, 7th Floor, Plantinum Arcade, J.S.S. Road, Near Girgaon Church, Charni Road, Mumbai - 400004. Maharashtra | Email: manvijaydcl@yahoo.com | Website: www.manvijay.com
Tel.: 022 - 23614144 | CIN : L45208MH1982PLC264042

Date: 26th April, 2018

Scrip Code: 538970

To,

Bombay Stock Exchange Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai SamacharMarg, Mumbai - 400 001	Calcutta Stock Exchange Limited 7, Lyons Range, Murgighata, Dalhousie, Kolkata, West Bengal 700001
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Sub: Intimation of the Postal Ballot of Manvijay Development Company Limited.

Dear Sir/ Madam,

We would like to inform you that the Company has sent the Postal Ballot Notice along with the other documents to all the members whose names appear in the Register of Members / Beneficial owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) as on April 21, 2018 (Cut- off date). The copy of Notice of Postal Ballot and Postal Ballot form is attached.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility and E-voting period will commence on April 27, 2018 at 9.00 A.M. (IST) and end on May 26, 2018 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced on May 26, 2018.

The Notice of Postal Ballot with the explanatory statement, instructions for e-voting and Postal Ballot form are available on the website www.manvijay.com

Further information regarding the Postal Ballot for approving the above matters will be intimated to the Stock Exchanges and other stakeholders as per the required provisions of the Companies Act, 2013.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Manvijay Development Company Limited

Prabhakar Shankar Patil
Director
DIN: 01627690

Place: Mumbai



MANVIJAY DEVELOPMENT COMPANY LIMITED

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Tel.: 022 - 23614144 | CIN : L45208MH1982PLC264042

Postal Ballot Notice

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item no. 1 and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Martinho Paul Ferrao, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed at the Registered Office of the Company: 701, 7th Floor, Platinum Arcade, J.S.S. Road, Girgaum, Charni Road, Mumbai- 400004; not later than 17:00 hours IST on May 26, 2018. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on Saturday, May 26, 2018 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.manvijay.com

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

“RESOLVED THAT pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. G.P.Kapadia & Co., Chartered Accountants (Firm Registration No.: 104768W) was appointed by the Board of Directors at their meeting held on 28th February, 2018. The members of the Company hereby approve his appointment as the Statutory Auditors of the Company as recommended by the Board of Directors until the conclusion of the Annual General Meeting of the Company to be held for the Financial Year 2018-19, to fill the casual vacancy caused by the resignation of M/s. Dharmesh M. Kansara & Associates, (Firm Registration No.: 126719W) due to his pre-occupation, on such remuneration as may be fixed by the Board of Directors in consultation with them”.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorised to sign and execute any of the deeds, documents, forms to give effect to above resolution.”

For Manvijay Development Company Limited



Prabhakar Shankar Patil

Director

DIN: 01627690

Place: Mumbai

Date: 26/04/2018

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as on April 21st, 2018 (Cut-off date). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with Postal Ballot Form.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on April 21, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to manvijaydcl@yahoo.com. The registrar and transfer agent / Company shall forward the same along with Postal Ballot Form to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Opening business hours of April 21, 2018. (cut-off date) The postal ballot period commences on April 27, 2018 (9:00 Hours IST) and ends on May 26, 2018 (17:00 Hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, at the Registered Office of the Company or to the Scrutinizer at their office: 23/25, Dhun Building, 3rd Floor, Janmabhoomi Marg, Fort, Mumbai- 400001, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 Hours IST) on May 26, 2018. However, envelopes containing postal ballots, if sent by courier or



registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 17:00 Hours IST on May 26, 2018. it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairman or any authorized person of the Company duly authorized, on May 26, 2018 at the registered office of the Company and will also be displayed on the Company website (www.manvijay.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

A handwritten signature in blue ink, appearing to read 'Sabit', is written over a horizontal line.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach '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.
Click on the EVSN for the relevant Company Name, i.e. Manvijay Development Company Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(A) The voting period begins at 9am on April 27, 2018 and ends at 5 pm on May 26, 2018. During this period; shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) 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.

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Skyline Financial Services Pvt. Ltd , 4 A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai-400 072.



EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

M/s. Dharmesh M. Kansara & Associates, Chartered Accountants, having (Firm Registration No.: 126719W), has resigned from the office of Statutory Auditors of the Company due to their pre-occupation, resulting in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors be filled up by the Board of Directors of the Company but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

M/s. G.P. Kapadia & Co., Chartered Accountants, (Firm Registration Number: 104768W) was appointed by the Board of Directors at their meeting held on 28th February, 2018. The Board of Directors of your Company desire your consent for approving the appointment of M/s. G.P. Kapadia & Co. as the Statutory Auditors of the Company until the conclusion of the Annual General Meeting of the Company to be held in the Financial Year 2018-19, for which they have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

For Manvijay Development Company Limited



Prabhakar Shankar Patil
Director
DIN: 01627690

Place: Mumbai
Date: 26/04/2018

MANVIJAY DEVELOPMENT CO LTD

Registered Office: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza
Cinema, Charni Rd, Girgaum, Mumbai – 400004 Email: manvijaydcl@yahoo.com

CIN: L45208MH1982PLC264042

POSTAL BALLOT FORM

(PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM)

- 1 Name of the First Named Shareholder and :
Registered address of the sole/first named
Shareholder
(In block letters)

- 2 Name of the Joint Holder(s) if any :

- 3 Registered Folio No./ DP No./ Client ID No. :

- 4 No. of shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated 26th April, 2018, attached with this postal ballot form, approving the appointment of Statutory Auditors of Manvijay Development Company Limited, by sending my/our assent or dissent to the said Resolution by placing a tick mark (√) in the appropriate box below:

Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Resolution approving the appointment of Statutory Auditors			

Place:

Date:

(Signature of the Shareholder or Authorised Signatory)

INSTRUCTIONS

1. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 assent or dissent of the members in respect of the resolution detailed in the Notice dated 26th April, 2018 approving the appointment of Statutory Auditors of Manvijay Development Company Limited, is being sought through Postal Ballot process.
2. A member desiring to exercise vote by postal ballot, may send duly completed form at the Registered Office of the Company 701, 7th Floor, Platinum Arcade, J.S.S. Road, Girgaum, Charni Road, Mumbai - 400004. **The Voting period will commence on and from April 27, 2018 at 9:00 A.M and end on May 26, 2018 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than **5:00 P.M. on May 26, 2018** failing which, it will be strictly considered that no reply has been received from the member. The Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
4. The Postal Ballot form should be completed and signed by the Shareholder(s). An unsigned Postal Ballot Form will be rejected.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Registrar and Share Transfer Agent) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

Registered Office: 701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza
Cinema, Charni Rd, Girgaum, Mumbai – 400004 Email: manvijaydcl@yahoo.com

CIN: L45208MH1982PLC264042

6. In case of shares held by Companies, Institutional Members (FPIs/ Foreign Institutional Investors / Trust / Mutual Funds / Banks etc.) etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies).
7. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz Saturday, the 21st day of April, 2018.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
12. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
13. Members are requested not to send any other paper along with the Postal Ballot Form as all the Forms will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.

15. The proposed Resolution if assented by requisite majority of Shareholders as per the provisions of Companies Act, 2013, by way of Postal Ballot / E-Voting shall be considered as passed on the last day, date and time prescribed for postal ballot as per the Notice.

16. In case of any query & grievances in relation to the Resolutions proposed to be passed may be addressed to Mr. Shivkumar Vaishy, Company Secretary, Tel: 022 22024367 or email to manvijaydcl@yahoo.com.

**INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS
INVALID OR REJECTED**

- (a) A form other than one issued by the company has been used;
- (b) It has not been signed by or on behalf of the Member;
- (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Registrar of and share transfer agent of the Company;
- (d) It is not possible to determine without any doubt the assent or dissent of the Member;
- (e) Neither assent nor dissent is mentioned;
- (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
- (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a Member who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;