

SOBHAYGYA MERCANTILE LIMITED

1/25 & 1/26, TARDEO AIR CONDITIONED MARKET SOCIETY MARKET BUILDING, TARDEO ROAD
MUMBAI-400034

CIN: L51900MH1983PLC031671

NOTICE OF POSTAL BALLOT SOBHAYGYA MERCANTILE LIMITED

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies

(Management and Administration) Rules, 2014]

Dear Members,

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 with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Alteration of Main Object Clause of the Company 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 fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **Parag Dasarwar**, Company Secretaries in Practice, Nagpur (Membership No. F9304 & Certificate of Practice No. 8227), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Resolution

Item no. 1- Alteration of Main Object Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to provisions of Section 13 (9) and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Consent of the Board be and is hereby accorded to replace the existing Clause No. A (1, 2 and 3) under Main Object Clause of Memorandum of Association of the Company, subject to the Members Approval by passing Special Resolution."

Contact Details:-

Phone:- 022- 23516166

Mail id:- sobhagyamercantile9@gmail.com

Web Site: www.sobhagyamercantile.com

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“RESOLVED FURTEHR THAT the Main Object of the Company to be read as follows: -

1. To carry on the business of construction of civil engineers, steel structural, plumbing and electrical works and other engineering work and to undertake turnkey projects of all kinds and To carry on the business of Construction, infrastructure, civil contractors, sub civil contractors, real estate developers, promoters, colonizer, collaborators, valuers, surveyors, construction engineering consultants, real estate agents, town planners and land designers, either by itself or on behalf or in collaboration/association with others in India or in any part of the world and To acts as consultants, advisors, architects, civil engineers, designer, town planners, valuers, surveyors and supervisors for all sorts of construction activities and allied jobs and works by research, development or invention and To act the contractors and engineers (mechanical, electrical, civil sanitary) for any person local municipality. state of central authorities government department and undertakings of India as well as foreign countries and bodies and mission for the construction of buildings, roads, drive-way, run-way, bridge, houses, hotels, flats, factories buildings warehouses, markets, dams, canals, tanks, pools, reservoirs, shipyards, docks, and other port facilities, hide-projects, power houses, machinery tunnels, drains, sewages, gardens and other play pleasure ground and to carry on the business off all sorts of contracts for procurements, fabrication and supply of materials of very decryptions to be used in aforesaid contract work.
2. To acquire, purchase , sell, own, manage, improve, let, take on lease and sub lease, exchange, mortgage, assign, hirer otherwise acquire and/or dispose of in any manner any type of lands, plant and machinery or properties on any tenure of interest herein and to erect, construct houses, multistoried flats, building, farm houses, shops or work of every descriptions and to pull down, rebuild, enlarge, alter and improve existing houses, buildings, shops and work thereon and to convert and appropriate and such lands into roads, streets, gardens, and other convenience and maintenance of buildings and to enter into contracts for the interior decoration of all types of buildings and generally to deal with and improve the property of the company or such other properties and To carry on all or any businesses of construction, buildings, roads, bridges, metro, docks, railway dams, ports, technology park, water park, theme park, factories, industrial sheds and working as builders and contractors, architects, decorators and manufacturers and processors of and dealers in all kinds of building materials including bricks tiles, marbles hardware, cement sanitary goods, road making materials and of acting as estate agents, brokers, managers of estates and properties and of acquiring premises on lease and giving them on sub lease.

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3. To carry on the business of consultancy and management services in the areas of real estate development, interior designing, building, construction, infrastructure development and technical layouts, plans, blue prints, designs for the purpose of construction and building of houses, bungalows, residential apartments, hotels, holiday resorts, motels, factories, commercial premises, townships, tenements, housing schemes, co-operative societies, hospitals, gardens, bridges, roads, turnkey projects, civil works, including for project construction management, artificial intelligence in construction management, structural design including computer aided development of and to monitor the progress of the said projects in India and Abroad."

"**FURTHER RESOLVED THAT** the Board of Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**By Order of the Board of Directors
of SOBHAYGYA MERCANTILE LIMITED**

**Place: Mumbai
Date: 24/08/2019**

**Sd/-
SHRIKANT BHANGDIYA
Director
(DIN-02628216)**

Notes:

The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.

The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from RTA as on Friday 23rd August 2019 . The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/ the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.

Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday 23rd August 2019 will be considered for the purpose of voting / e-voting. For the purpose of Postal Ballot voting/ e-voting will be starts from Monday, 02nd of September, 2019 to Tuesday, 01st of October, 2019.

Resolution 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.

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 Form will be treated as invalid.

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Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to bhakti.cs@themksgroup.com The Registrar and Transfer Agents/ Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

In compliance with Section 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 the resolution through the e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.

A Member cannot exercise his / her vote through proxy on postal ballot.

Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Tuesday, 01st of October, 2019 (5.00 PM IST). The postage of such envelope will be borne by the Company. 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 close of working hours on Tuesday, 01st of October, 2019 (5.00 PM IST), it will be considered that no reply from the Member has been received.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Saturday, 05th October, 2019, at the Registered Office of the Company at B-61, Floor 6, Plot No 210 B Wing Mittal Tower, Free Press Journal Marg Nariman Point, Mumbai, Mumbai City 400021. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website www.sobhagyamercantile.com.

The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Tuesday, 01st of October, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Tuesday, 01st of October, 2019.

Voting through electronic means

In compliance with Clause 35B of the Listing Agreement and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e- voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of M/s National Securities Depository Limited (NSDL) for the purpose of providing e- voting facility to all its Members.

The instructions for e-voting are as under:

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

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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How to Log-into NSDL e-Voting website?

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.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password 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. 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 holdshares 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***

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password: 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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Select "EVEN" of company for which you wish to cast your vote.

Now you are ready for e-Voting as the Voting page opens.

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1

New Management has taken charge of Sobhaygya Mercantile Limited on 09th August 2019, experience of New Management pertaining to large scale Infrastructure Sector motivate them to change the existing main object of the Company from Trading Business Activities and to diversify into Infrastructure and Real Estate business. Accordingly, the Board decided to replace the existing Clauses from the Main Object Clause of the Company.

Therefore, pursuant to provisions of Section 13 (9) and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Consent of the Board be and is hereby accorded to replace the existing Clause No. A (1, 2 and 3) under Main Object Clause of Memorandum of Association of the Company.

Main object clause of Memorandum of Association of the Company is being amended by deleting the existing Clause No. A (1, 2 and 3) under Main Object Clause.

The resolution as set out in item no. 1 has been recommended by the Board of Directors for approval of the Members by special resolution.

The Amendments shall be effective upon the registration of the resolution with the Registrar of Companies.

The Proposed draft of Memorandum of Association is also available for inspection by the Members at the Registered Office of the Company on any working day excluding public holidays and Sunday during the Business Hours from the date here upto 01st October, 2019 and also on the Company's website at www.sobhagyamercantile.com for perusal by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at the Notice.

**By Order of the Board of Directors
of SOBHAYGYA MERCANTILE LIMITED**

**Place: Mumbai
Date: 24/08/2019**

**Sd/-
SHRIKANT BHANGDIYA
Director
(DIN-02628216)**

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CALENDAR EVENT FOR POSTAL BALLOT TO ALTER THE MAIN OBJECT OF THE COMPANY:-

Sr. No.	PARTICULARS	DATE OF COMPLETION
1.	Consent Received from Scrutinizer	07/08/2019
2.	Meeting of Board of Directors to Approve the draft Notice of Postal Ballot, Authorize CS and Director for Entire Postal Ballot System and Appoint Scrutinizer.	24/08/2019
3.	Intimation to SE	24/08/2019
4.	Record Date for Sending Notices to the Members	23/08/2019
5.	To Complete dispatch of Notices.	31/08/2019
6.	To release an advertisement in Newspaper regarding Postal Ballot process.	31/08/2019
7.	Voting Starts from (e-voting also)	02/09/2019 to 01/10/2019
8.	Last date of receiving Postal Ballot papers by scrutinizer	01/10/2019
9.	Last date for submission of report by the Scrutinizer and submission of the same to the Chairman	05/10/2019
10.	Last date for declaration of result of the Postal Ballot and evoting.	05/10/2019

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BALLOT PAPER

*[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of
the Companies (Management and Administration) Rules, 2014]*

Name of the Company: **SOBHAYGYA MERCANTILE LIMITED**

Registered office: **B-61, Floor 6, Plot No 210 B Wing Mittal Tower, Free Press
Journal Marg Nariman Point, Mumbai, Mumbai City, 400021**

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

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Alteration of Object Clause of Memorandum of Association of the Company under section 13 of Companies Act, 2013.			

Place:

Date:

(Signature of the Shareholder)

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Instructions: -

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/her absence, by the next-named Member.
4. Consent must be accorded by placing a tick mark in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark in the column 'I dissent to the resolution'.
5. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 01st October 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (6) above.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be mailed at bhakti.cs@themksgroup.com or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A Member need not use all his/her votes nor to cast his /her votes in the same way.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. 23rd August 2019.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

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