

SHRI MAHALAXMI AGRICULTURAL DEVELOPMENTS LIMITED

57-58-59, 6th Floor, Shree Krishna Centre Mithakhali Six Road, Mithakhali Ahmedabad – 380009, Gujarat

E-mail: smadl.india@gmail.com Website: www.smadlindia.com
CIN: L52100GJ1993PLC019031 Tel No.- 6134 4987

Date: 9th July, 2019

To, Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 539010	To, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India. MCX-SX Symbol: SMADL
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Dear Sir/Madam,

Sub: - Submission of Notice of Postal Ballot

With reference to the Captioned Subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the copy of the Notice of Postal Ballot.

Kindly take the above information on your records.

Thanking you.

Yours faithfully,

For, **SHRI MAHALAXMI AGRICULTURAL DEVELOPMENT LTD**

For Shri Mahalaxmi Agricultural Developments Limited

M. Thakkar
Mr. Mitesh Thakkar
Authorised Signatory

Director

SHRI MAHALAXMI AGRICULTURAL DEVELOPMENTS LIMITED

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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, (hereinafter referred to as “the Act”), read together with the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of Shri Mahalaxmi Agricultural Development Limited (hereinafter referred to as “the Company”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the postal ballot form (hereinafter referred to as “the Postal Ballot Form”) for your consideration.

The Representative Members of the Company has appointed Mr. Jaymin Modi (ACS- 44248), Proprietor of M/s. Jaymin Modi & Co., Mumbai Practicing Company Secretary, the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e- voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on 10th July, 2019 at 9.00 a.m. and ends on 8th August, 2019, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self- addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on 8th August, 2019, at the Company’s Registrar and Share Transfer Agent namely M/s. Skyline Financial Services Pvt. Ltd, Unit :- Shri Mahalaxmi Agricultural Development Limited, 123, Vinoba Puri, Lajpat Nagar-II, Lajpat Nagar-II, Mumbai, Maharashtra 400024 Tel: 098985 26524, Website: www.skylinerta.com, Email: info@skylinerta.com. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on 8th August, 2019 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board and in the absence of both to the Representative Member, after the

completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on 9th August, 2019 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the notice board at the registered office of the Company. The results of the postal ballot will also be posted on the Company's website www.smadlindia.com and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited , Metropolitan Stock Exchange of India Limited .

SPECIAL BUSINESS

1. ITEM NO. 1: APPOINTMENT OF MR. KIRAN BHOGATE AS EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT in pursuance of provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr Kiran Bhogate, be and is hereby appointed as an Executive Director of the Company with immediate effect and who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the members of the Company, be and are hereby authorized to do all such acts, deeds and things to give the effect of this resolution in respect of appointment of Mr. Kiran Bhogate.

2. ITEM NO. 2: APPOINTMENT OF MS. PRAJAKTA ASHOK PATIL AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT in pursuance of provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Prajakta Ashok Patil, be and is hereby appointed as Non- Executive Woman Director of the Company with immediate effect and who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Members of the Company be and are hereby authorized to do all such acts, deeds and things to give the effect of this resolution in respect of appointment of Ms. Prajakta Ashok Patil.

3. ITEM NO.3: APPOINTMENT OF MR. SIDU MAHADEV JAMBHALE AS INDEPENDEEDNT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT in pursuance of provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sidu Mahadev Jambhale, be and is hereby appointed as an Independent Director of the Company with immediate effect and who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Members of the Company be and are hereby authorized to do all such acts, deeds and things to give the effect of this resolution in respect of appointment of Mr. Sidu Mahadev Jambhale.

**For and on behalf of the Board of Directors of
Shri Mahalaxmi Agricultural Development Limited**

Sd/-

**Mr. Mitesh Ajit Thakkar
(Representative Member)**

Place: Ahmedabad

Date: 30.05.2019

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members, whose names appear in the Register of Members / Record of Depositories as on 24th May, 2019. Accordingly, the members whose name appears in the Register of Members /Record of Depositories as on 24th May, 2019, will be considered for purpose of voting by means of Postal Ballot.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 24th May, 2019.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Gujarati newspaper, each with wide circulation in Gujarat, where the registered office of the Company is situated, and published on the Company website www.smadlindia.com.
5. The Board of Directors in their meeting held on 30th May, 2019 appointed Mr. Jaymin Modi, Practicing Company Secretary, Mumbai of M/s Jaymin Modi & Co., as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on Thursday, 8th August, 2019.

Any Postal Ballot Form received after Thursday, 8th August, 2019 shall be treated as if reply from the member has not been received.

7. **E-VOTING:** In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.

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

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

Step 1: 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 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user

	ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

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

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

1. 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.
2. 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.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

9. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.
10. The results of the Postal Ballot will be announced on Friday, 9th August, 2019 at the registered office of the company at 57-58-59, 6th Floor, Shree Krishna Centre Mithakhali Six Road, Mithakhali Ahmedabad – 380009 India and will also be informed to BSE Limited, Metropolitan Stock Exchange of India and posted on the Company’s website www.smadlindia.com.

**For and on behalf of the Board of Directors of
Shri Mahalaxmi Agricultural Development Limited**

Sd/-

**Mr. Mitesh Ajit Thakkar
(Representative Member)**

Place: Ahmedabad

Date: 30/05/2019

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM 1:

The Company is informing that all the Directors of the company have resigned from the Company. So, the Members of the Company have decided to appoint Mr. Kiran Bhogate as an Executive Director of our Company.

The resolution as proposed is recommended for approval. None of the Directors/Members are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

ITEM 2:

The Company is informing that all the Directors of the company have resigned from the Company. So, the Members of the Company have decided to appoint Ms. Prajakta Ashok Patil as an Non-Executive Woman Director of our Company.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

ITEM 3:

The Company is informing that all the Directors of the company have resigned from the Company. So, the Members of the Company have decided to appoint Mr. Sidu Mahadev Jambhale as an Independent Director of our Company.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

Your Representative Members recommend the resolution proposed at Item No.1 for the approval of Shareholders by way of special resolution. None of the Directors and Key Managerial Personnel/Members of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their Directorship.

By Order of the Board of Directors
For Shri Mahalaxmi Agricultural Development Limited

**Mr Mitesh Ajit Thakkar
(Representative Member)**

Place: Ahmedabad
Dated: 30.05.2019

POSTAL BALLOT FORM

Sr. No. :

1. Name & Registered Address of the :
Sole/first named Member
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID & Client ID No.:
4. No. of Shares held :
5. I/ We hereby exercise my/ our vote in respect of the following Special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 30th May, 2019 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (√) mark at the appropriate box below:

Sr. no.	Description	No. of Shares	Type of the Resolution	(For) I/We assent to the Resolution	(Against)I/We dissent to the Resolution
1.	Appointment of Mr. Kiran Bhogate as Executive Director of the Company		Ordinary Resolution		
2.	Appointment of Ms. Prajakta Ashok Patil as Woman Non-Executive Director of the Company		Ordinary Resolution		
3.	Appointment of Mr. Sidu Jaambhale as Independent Director of the Company		Ordinary Resolution		

Place :

Date :

Signature of the Member/Beneficial Owner

Last date for receipt of Postal Ballot Form by the Scrutinizer: 8th August, 2019 by 5:00 p.m. (IST)

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

12. The Scrutinizer's decision on the validity of postal ballot will be final.