

NAVODAY ENTERPRISES LTD

REGD OFFICE :B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai Mumbai City MH 400053 IN,

Email: navodayenterprisespvtltd@gmail.com Website: www.navodayenterprise.in

Telephone No. 91 22 4968 6123 CIN: U74300MH2007PLC173780

Date: 08/08/2023

To,

BSE Limited

Phiroze Jeejeebhoy

Towers,

Dalal Street,Mumbai-

400001.

ScripCode-513305

Sub: Submission of Notice of 16th Annual General Meeting of the Company scheduled to be held on 30th August, 2023 for the Financial Year 2022-2023, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 (Listing Regulations).

Dear Sir(s),

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 16th Annual General Meeting scheduled to be held on 30th August, 2023 being dispatched to shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company/Depository Participants/Registrar and Transfer Agent.

The Annual General Meeting ('AGM') of the Company will be held on Wednesday 30th August, 2023 AT 11:00 A.M AT Registered Office of the Company at B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053 IN.

The Annual Report of the Company is also available on the website of the Company at www.navodayenterprise.com;

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking You,

Yours Faithfully,

For, NAVODAY ENTERPRISES LIMITED

Anand Vasant
Mode

Digitally signed by Anand
Vasant Mode
Date: 2023.08.08 20:30:45
+05'30'

ANAND VASANT MODE

Managing Director

DIN: 07841998



Regi. Off.: B-713, 7TH FLOOR CRYSTAL PLAZA, OPPOSITE INFINTY MALL, NEW LINK ROAD, ANDHERI WEST MUMBAI – 400053
Email: navodayenterprisesvtld@gmail.com; Website: www.navodayenterprise.in; Tel.: 022-49686123

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAVODAY ENTERPRISES LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 30, 2023 AT 11:00 AM AT REGISTERED OFFICE OF THE COMPANY AT B-713, 7TH FLOOR CRYSTAL PLAZA, OPPOSITE INFINTY MALL, NEW LINK ROAD, ANDHERI WEST MUMBAI - 400053, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No.: 1

To consider and adopt Audited Financial Statements for the year ended on 31st March, 2023 together with the report of Board of Directors' and Auditors' Report thereon,

To consider and if thought fit, to pass the following resolutions with or without modification, if any, as Ordinary Resolutions:

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

SPECIAL BUSINESS:

Item No. 2

To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT in supersession to resolutions passed in Previous 15th Annual General Meeting held on 30th September, 2022, and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re- enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Managing Directors and/or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 3

To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT in supersession to resolutions passed in Previous 15th Annual General Meeting held on 30th September, 2022, and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/ or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.100,00,00,000/- (Rupees One Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 4

Approval for Related Party Transactions:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs.100,00,00,000/- (Rupees One Hundred Crores Only) with each related parties respectively during any financial year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

Item No. 5

To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration in Cash:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company(ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015(“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, 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 (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,72,00,000 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non- promoters at a price of Rs. 11/- (including premium of Rs. 1.00/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration in cash, total consideration of Rs. 18,92,00,000/- (Rupees Eighteen crores Ninty Two Lacs Only) on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No	Name of the Proposed allottee	Nature of persons who are the ultimate beneficial Owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Copo Holdings Private Limited	Private Limited Company:- 1. Viral Patel 2. pooja patel	21,50,000	Non-Promoter	Not applicable
2	Zylo Enterprises Private Limited	Private Limited Company:- 1. Rupendra kashinath ingole 2. Mahadev khandu shinde	21,50,000	Non-Promoter	Not applicable
3	Miniboss Consulting Private Limited	Private Limited Company:- 1. Azharuddin R. Mulla	21,50,000	Non-Promoter	Not applicable
4	Chhaya Anand Rai	Individual	20,00,000	Non-Promoter	Not applicable
5	Suraj Satyadev Singh	Individual	21,00,000	Non-Promoter	Not applicable
6	Rishabh Shashikant Nirbhavne	Individual	21,50,000	Non-Promoter	Not applicable
7	Aarnah Capital Advisors Pvt Ltd	Private Limited Company: 1. Pandit Point Pvt Ltd	21,50,000	Non-Promoter	Not applicable

8	Dev Ganpat Pawar	Individual	20,50,000	Non-Promoter	Not applicable
9	Anant Chourasia	Individual	1,50,000	Non-Promoter	Not applicable
10	Purushottam Prakash Bhandiya	Individual	1,50,000	Non-Promoter	Not applicable

“**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 31st July, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

c) No partly paid-up Equity Shares shall be issued and allotted;

d) Allotment of the Equity Shares shall only be made in dematerialized form;

e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and

g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Anand Mode, Managing Director and /or Mrs. Sachin Suresh Garud Director and /or, Sandeep Prabhakar Khare, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents,

etc. with such agencies, as may be required and as permitted by law.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Item No. 6

To re-appoint Mr. Anand Vasant Mode (DIN: 07841998) as Managing Director of the Company

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of the Central Government, if required, consent of the Members of the Company be and is hereby accorded, for re- appointment of Mr. Anand Vasant Mode (DIN: 07841998) as Managing Director of the Company, for a period of 5 years commencing from September 28, 2023 to September 27, 2028, not liable to retire by rotation, on such remuneration, terms and conditions as detailed in the explanatory statement pursuant to Section 102 of the Act, annexed hereto, forming part of this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to Mr. Anand Vasant Mode (DIN: 07841998) as Managing Director, from time to time subject to the ceiling laid down in Section 197 and Schedule V of the Companies Act, 2013 without any further approval of the Members of the Company, but with such other approvals, sanctions or permissions if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

**By Order of the Board of Directors
Navoday Enterprises Limited**

Sd/-

**Anand Vasant Mode
Managing Director
DIN: 07841998**

Place: Mumbai

Date: 31/07/2023

Registered Office:

B-713, 7th Floor, Crystal Plaza, New Link Road,
Opposite Infinity Shopping Mall, Andheri West,
Mumbai - 400053, Maharashtra

Tel.: 022-49686123

Email: navodayenterprisespvtltd@gmail.com

Website: www.navodayenterprise.in

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company a person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from 24/08/2023 to 30/08/2023 (Both days inclusive) for the purpose of AGM.
8. Members are requested to notify any correction/ change in their name/ address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
10. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
11. Members/ proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
12. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2022-23 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.
13. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 , the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.
14. The Board of Directors have appointed M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306) Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.navodayenterprise.in. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
17. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
18. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
19. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice

pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting (“SS- 2”).

OTHER NOTES

- a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd August, 2023.
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through electronic means and holding shares as of the cut-off date i.e. 23rd August, 2023 may sending a request at navodayenterprisespvtltd@gmail.com.
- c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- d) M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary, has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting.
- e) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM.
- f) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g) The Results of AGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company www.navodayenterprise.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

By Order of the Board of Directors
Navoday Enterprises Limited
Sd/-
Anand Vasant Mode
Managing Director
DIN: 07841998

Place: Mumbai

Date: 31/07/2023

Registered Office:

B-713, 7th Floor, Crystal Plaza, New Link Road,
Opposite Infinity Shopping Mall, Andheri West,
Mumbai - 400053, Maharashtra
Email: navodayenterprisespvtltd@gmail.com Tel.: 022-49686123
Website: www.navodayenterprise.in



Regi. Off.: B-713, 7TH FLOOR CRYSTAL PLAZA, OPPOSITE INFINTY MALL, NEW LINK ROAD, ANDHERI WEST MUMBAI – 400053
Email: navodayenterprisespvtld@gmail.com; Website: www.navodayenterprise.in; Tel.: 022-49686123

Form No. MGT-11 Proxy Form

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:
Name:	E-mail Id:	
Address:		
Signature, or failing him		

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on Wednesday, August 30, 2023 at the registered office of the company at B-713, 7th Floor, Crystal Plaza, Opposite Infinty Mall, New Link Road, Andheri West, Mumbai- 400053, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon,		
2	To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013		
3	To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1) (c) of the Companies Act,2013		
4	Approval for Related Party Transactions		
5	To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration in Cash		
6	Re-appointment of Mr. Anand Mode, Managing Director (DIN 07841998) as Managing Director of the Company for a Period of 5 yrs		

Applicable for investors holding shares in electronic form.

Signed this day of _____ 2023

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Revenue

Stamps

Signature of the shareholder across Revenue Stamp Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.



Regi. Off.: B-713, 7TH FLOOR CRYSTAL PLAZA, OPPOSITE INFINTY MALL, NEW LINK ROAD, ANDHERI WEST MUMBAI – 400053
Email: navodayenterprisesvtld@gmail.com; Website: www.navodayenterprise.in; Tel.: 022-49686123

ATTENDANCE SLIP

Full name of the member's attending: _____
(In block capitals)

Ledger Folio No. /Client ID No. No.: _____

No. Shares held: _____

Name of Proxy: _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 16th Annual General Meeting of the Navoday Enterprises Limited at B-713, 7th Floor, Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri West, Mumbai- 400053, Maharashtra on Wednesday, August 30, 2023 at 11:00 a.m.

Member/ Proxy Signature Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



Regi. Off.: B-713, 7TH FLOOR CRYSTAL PLAZA, OPPOSITE INFINITY MALL, NEW LINK ROAD, ANDHERI WEST MUMBAI – 400053
Email: navodayenterprisesvltld@gmail.com; Website: www.navodayenterprise.in; Tel.: 022-49686123

Polling Paper (Form No. MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies(Management and Administration) Rules, 2014]

Name of the Company: NAVODAY ENTERPRISES LIMITED		
Registered Office: B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053 IN		
CIN: U74300MH2007PLC173780		
BALLOT PAPER		
S. 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 Shares

Item No.	Resolution(s)	I/ we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March31, 2023 together with the Reports of the Board of Directors and the Auditors thereon,		
2	To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any otherbody corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013		
3	To increase the limits of borrowing by the Board of Directorsof the Company under Section 180(1) (c) of the Companies Act, 2013		
4	Approval for Related Party Transactions		
5	To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration in Cash		
6	Re-appointment of Mr. Anand Mode, Managing Director (DIN 07841998) as Managing Director of the Company for a periodof 5yrs		

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent ordissent to the said resolutions in the following manner:

Signature of the shareholder (*as per Company records)Date:

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF 102(1) OF THE COMPANIES ACT, 2013
("THE ACT")

Item No. 02: To grant loan or guarantees and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, Financially or otherwise in the resolution at Item no. 2 of the accompanying notice.

The Board recommends the resolution at Item no.2 to be passed as Special Resolution.

Item No. 03: To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013:

In supersession to all the resolutions passed earlier, the Board of Directors in their Meeting held on July 22, 2023 authorized to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid-up Share Capital and free reserves but not exceeding Rs. 100.00 crores (Rs. One Hundred Crores Only) Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid-up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid-up Share Capital and free reserves. Accordingly, the Special Resolution as set out in item No. 3 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

Item No. 04: Approval for Related Party Transactions:

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly, the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members. None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

Item No. 05: To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration Other than Cash (Share Swap):

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E- Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

1. Objects of this issue:

To raise funds for working capital needs.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 1,72,00,000 equity shares of face value Re. 10/- per share at a price of Rs.11.00/- (including premium of Rs. 1.00/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

4. 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 Shareholder	% of share holding	No. of Shareholder	% of share holding
A	Promoters' holding:				
	Individual	15,59,000	20.23	15,59,000	6.26
	Bodies Corporate	4,300	0.06	4,300	0.02
	Sub Total (A)	15,63,300	20.29	15,63,300	6.28
B	Non-Promoters' holding:				
	Individual	53,76,060	69.74	1,39,76,060	56.11
	Bodies Corporate	1,68,640	2.19	87,68,640	35.20
	Others [including HUF, NRI, IEPF Authorities, Clearing Member etc.]	6,00,000	7.78	6,00,000	2.41
	Sub Total (B)	61,44,700	79.71	2,33,44,700	93.72
	GRAND TOTAL (A+B)	77,08,000	100	2,49,08,000	100

5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

(i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Pre-issue			Number of Shares proposed to be allotted	Post-Issue		
			Category (Promoter / Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Copo Holdings Private Limited	Bodies Corporate	Non-Promoter	0	0.00	21,50,000	Non-Promoter	21,50,000	8.63
2	Zylo Enterprises Private Limited	Bodies Corporate	Non-Promoter	0	0.00	21,50,000	Non-Promoter	21,50,000	8.63
3	Miniboss Consulting Private Limited	Bodies Corporate	Non-Promoter	20	0.00	21,50,000	Non-Promoter	21,50,020	8.63
4	Chhaya Anand Rai	Individual	Non-Promoter	0	0.00	20,00,000	Non-Promoter	20,00,000	8.03
5	Suraj Satyadev Singh	Individual	Non-Promoter	0	0.00	21,00,000	Non-Promoter	21,00,000	8.43
6	Rishabh Shashikant Nirbhavne	Individual	Non-Promoter	0	0.00	21,50,000	Non-Promoter	21,50,000	8.63
7	Aarnah Capital Advisors Pvt Ltd	Bodies Corporate	Non-Promoter	0	0.00	21,50,000	Non-Promoter	21,50,000	8.63
8	Dev Ganpat Pawar	Individual	Non-Promoter	0	0.00	20,50,000	Non-Promoter	20,50,000	8.23
9	Anant Chourasia	Individual	Non-Promoter	0	0.00	1,50,000	Non-Promoter	1,50,000	0.60
10	Purushottam Prakash Bhandiya	Individual	Non-Promoter	0	0.00	1,50,000	Non-Promoter	1,50,000	0.60

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

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 issue of equity shares allotted on preferential allotment.

9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 11.00/- (Rupees Eleven Only) per share (including premium of Rs. 1.00/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at <https://www.navodayenterprise.in>

10. Relevant Date:

The Relevant Date on the basis of which the price of the Proposed issue of equity shares on preferential basis is determined is 31st July, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.navodayenterprise.in

12. Undertakings

- a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No. 05 of the Notice for approval of Members.

Item No. 06: Reappointment of Managing Director

The Company in its Annual General Meeting held on September 29, 2018 had appointed Mr. Anand Vasant Mode (DIN: 07841998) as Managing Director for a period of 5 years by way of Ordinary Resolution. The tenure of Mr. Anand Vasant Mode as Managing Director shall expire on September 28, 2023. In view of the professional expertise and rich experience across wide spectrum of functional areas such as marketing, business strategy and finance, legal,

administration of Mr. Anand Vasant Mode, wishes to continue to avail his services the Board in its meeting held on 22nd July, 2023, on recommendation of Nomination and Remuneration Committee, has re-appointed him as an Managing Director of the Company for a further period of 5 years commencing from 29th September, 2023 till 28th September, 2028 subject to approval of Members of the Company.

Mr. Anand Vasant Mode by qualification is Bachelor of Commerce, and has vast experience of nearly 20 years in operations of advertising and Media industry.

In case of Remuneration payable to Mr. Anand Vasant Mode will be in terms of the Section 196, 197 of the Companies Act, 2013.

Mr. Anand Vasant Mode, may be deemed concerned or interested in the Special Resolution. None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution as set out at Item no. 6 of the Notice

The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members.

Place: Mumbai
Date: 31/07/2023

By Order of the Board of Directors
Navoday Enterprises Limited
Sd/-
Anand Vasant Mode
Managing Director
DIN: 07841998

Registered Office:

B-713, 7th Floor, Crystal Plaza, New Link Road,
Opposite Infinity Shopping Mall, Andheri West,
Mumbai - 400053, Maharashtra
Email: navodayenterprisespvtltd@gmail.com Tel.: 022-49686123
Website: www.navodayenterprise.in

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment/ re-appointment of Directors is as below:

Name of the Director	Anand Vasant Mode
DIN	07841998
Date of Birth	April 21, 1972
Date of Appointment	February 10, 2018
Category	Managing Director
Qualification	Graduate
Nature of expertise in specific functional areas and Experience	Marketing, Business Strategy And Finance, Legal, Administration
Terms and conditions of appointment/ reappointment	Re-appointed as Managing Director of the Company for a period of 5 yrs
Number of shares held in the Company	15,59,000
Remuneration to be paid	As per provisions of 196, 197,198 of Companies Act, 2013
Directorship held in other Companies	Synematic Media and Consulting Private Limited
Memberships/ Chairmanships Committees of other Companies	NA
Relationships between Directors inter-se	NA

**ROUTE MAP FOR VENUE OF THE 16TH ANNUAL
GENERAL MEETING
VENUE OF AGM**

B-713, 7th Floor Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri West, Mumbai-400053 Maharashtra

