

VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089
Website: www.voraconstructions.com

February 08, 2019

To
Department of Corporate Service
Corporate Relation Department
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

BSE Script Code: 512215

Subject : Postal Ballot Notice and Postal Ballot Form

Dear Sir,

We would like to submit the notice of the Postal Ballot with respect to the Company's proposal of seeking approval of the Members for the following special resolution -

1. To change the name of the Company from 'Vora Constructions Ltd. to Stephanotis Finance Limited' and consequential alteration of the Memorandum and Articles of Association of the Company.

You are requested to take the same on record and acknowledge the receipt.

Thanking you,

Yours Faithfully

For VORA CONSTRUCTIONS LTD.


Company Secretary



Enclosed: As above

Vora Constructions Limited

Corporate Identity Number (CIN): L45200MH1985PLC036089

Registered Office:

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai,

Maharashtra – 400051, India Phone: +91 22 62361884

Email id: voraconstructions@ymail.com; Website: www.voraconstructions.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and regulations, to transact the business mentioned in the resolution appended below proposed to be passed by the Members through postal ballot / remote electronic voting (“e-voting”). Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this postal ballot notice, along with a postal ballot form for your consideration.

The Board of Directors of the Company (“the Board”) has appointed Amruta Prashant Kothari, Practicing Company Secretary (Proprietor – Amruta Kothari & Associates) as the scrutinizer (“Scrutinizer”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations, and the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Rules, the Company is offering to its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has engaged National Securities Depository Limited (“NSDL”) to provide the e-voting facility in order to enable the Members to cast their votes electronically instead of dispatching a postal ballot form.

Members are requested to carefully read the instructions printed on postal ballot notice and return the postal ballot form duly completed to Amruta Kothari & associates (“the Scrutinizer”) at Amruta Prashant Kothari, 702/A, Chandrakant Residency, Padmavati Nagar, 150 Feet Road, Bhayander (West), Thane- 401101 not later than the close of working hours i.e. 5 p.m. (IST) on Thursday, March 07, 2019. The postal ballot form may also be deposited personally at the scrutinizer’s address.

Postal ballot forms received after the close of working hours i.e. 5 p.m. (IST) on Thursday, March 07, 2019 will be treated as if no reply has been received from the Member and such Postal Ballot will not be considered. E-voting will be blocked by the NSDL at 5:00 p.m. (IST) on Thursday, March 07, 2019 and e-voting shall not be allowed beyond the said date and time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to this postal ballot notice. References to postal ballot(s) in this postal ballot notice include votes received electronically.

RESOLUTION:

To change the name of the Company from “Vora Constructions Limited” to “Stephanotis Finance Limited” and consequential alteration of the Memorandum and Articles of Association of the Company.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with applicable rules and regulations framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the approval of the Registrar of Companies, Stock Exchange(s) or any other regulatory and statutory authorities, as may be required, consent of the Members of the Company be and is hereby accorded for change of name of the Company from “Vora Constructions Limited” to “Stephanotis Finance Limited”.

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Act, if any, subject to the approval of the Registrar of Companies, Stock Exchange(s) or any other regulatory and statutory authorities, as may be required, and upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The Name of the Company is **“Stephanotis Finance Limited”**.

“RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions of the Act, if any, subject to the approval of the Registrar of Companies, Stock Exchange(s) or any other regulatory and statutory authorities, as may be required, and upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Articles of Association of the Company be altered by deleting the old name of the Company, “Vora Constructions Limited” wherever appearing and substituting it with the new name of the Company, “Stephanotis Finance Limited”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and the Key Managerial Personnel, be and are hereby severally authorized to do the requisite filings with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution including delegation of all or any of the powers as they may, in their absolute discretion, deem fit.”

Notes:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts and reasons for the proposed resolutions above, is appended herein below along with the postal ballot form for your consideration.

2. The postal ballot notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on February 01, 2019. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the member(s) as on the said date. A person who is not a member as on February 01, 2019 should treat this postal ballot notice for information purposes only.
3. Members who have registered their email IDs for receipt of documents in electronic form are being sent the postal ballot notice by e-mail to their email IDs registered with their depository participants / the Company's registrar and share transfer agent. Members who receive the postal ballot notice by e-mail and who wish to vote through physical postal ballot form can download the same from the website of the Company (www.voraconstructions.com). For members whose email ID's are not registered, physical copies of this postal ballot notice are being sent by courier along with a postal ballot form. Alternatively, a Member may write to the Company's share registrar and transfer agent (Purva Shareregistry (I) Pvt. Ltd.) for obtaining a duplicate postal ballot form.
4. Resolution passed by the Members through postal ballot is deemed to have been passed as if this is passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting i.e. either by postal ballot or through e-voting. In cases where members cast their votes through both modes, votes cast electronically (e-voting) shall be treated as valid and votes cast through postal ballot forms will be treated as invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's registrar and share transfer agent / depositories in order to receive the Company's Annual Report and other communications electronically in future.
7. The Scrutinizer will submit his report to the Chairman of the Board or any person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by him, on or before Friday, March 08, 2019. The results along with the report of the Scrutinizer shall be displayed on the Company's website, the website of NSDL and shall also be communicated to BSE Limited, where the shares of the Company are listed. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 07, 2019, i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
8. This postal ballot notice is also placed on the website of the Company: (www.voraconstructions.com) and on the website of NSDL.
9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his / her discretion as per the instructions provided herein.

10. The e-voting period shall commence on Wednesday, February 06, 2019 at 10:00 a.m. (IST) and end on Thursday, March 07, 2019 at 5:00 p.m. (IST). The e-voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. February 01, 2019, may cast their vote electronically.

11. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

12. The instructions for Members for e-voting are as under:

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.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is 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.nsd.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.nsd.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 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***

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, your 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 is 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 amrutacs.kothari@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

**By order of the Board of Directors
For Vora Constructions Limited**

Sd/-

**Sureshbabu Malge
Chairman & Managing Director**

Mumbai, January 30, 2019

Registered Office:

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai,
Maharashtra – 400051, India

Website: www.voraconstructions.com

Registrar and Share Transfer Agent

Purva Sharegistry (I) Pvt Ltd.,

Shiv Shakti Industrial Estate, Gr. Floor, Unit No. 9,

7 B, J R Boricha Marg, Sitaram Mill Compound, Mumbai, Maharashtra-400011

Phone No. +91 022-23016761, Fax No. +91 022-23010261

Email: purvashr@mtnl.net.in Website: www.purvashare.com

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

Change of name of the Company and consequential alteration of the Memorandum and Articles of Association of the Company

As the shareholders are aware that the Company is a Non Banking Financial Institution registered with the Reserve Bank of India (RBI) under regulations of RBI Act, 1934.

The management wants to change the name of the Company to make it consistent and identical with the business activities under taken by the Company in accordance with the provisions of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on January 30, 2019 approved the change of name of the Company from “Vora Constructions Limited” to “Stephanotis Finance Limited”, subject to approval of the Members of the Company and approval of requisite authorities, including but not limited to approval of the Registrar of Companies, the Ministry of Corporate Affairs and the Stock Exchange(s).

The Ministry of Corporate Affairs has confirmed that the name, “Stephanotis Finance Limited” is available under Section 4 of the Companies Act, 2013 for the change of name. Accordingly, your Directors recommend and seek the approval of shareholders by way of Special Resolution through Postal Ballot including e-voting for the resolution appearing in Item No.1 of the accompanying Postal Ballot Notice for change of name of the Company from “Vora Constructions Limited” to “Stephanotis Finance Limited” and consequential amendment of the Memorandum of Association and the Articles of Association of the Company.

The draft of the revised Memorandum of Association and Articles of Association reflecting the said change is available for inspection by the Members at the registered office of the Company on all working days except Saturday & Sunday (from 11:00 a.m. to 04:00 p.m.) upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms.

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

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the shareholders.

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Encl.:

1. Postal ballot form

Vora Constructions Limited

Corporate Identity Number (CIN): L45200MH1985PLC036089

Registered Office:

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai,

Maharashtra – 400051, India Phone: +91 22 62361884

Email id: voraconstructions@ymail.com; Website: www. voraconstructions.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name and Registered address of the :

Sole/First Holder

2. Name(s) of joint-holders, (if any) :

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

*(Applicable to Members holding shares
in Dematerialized form)

4. Number of Shares held :

5. I / We hereby exercise my / our vote in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Notice dated January 30, 2019 of the Company by sending my / our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item	Description of Resolution	No. of Equity Share(s) held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Change of name of the Company and consequential alteration of the Memorandum and Articles of Association of the Company			

Place:

Date:

(Signature of Member)*

*(In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with postal ballot form)

Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

(ii) Last date for receipt of postal ballot form is March 07, 2019.

Electronic Voting Particulars

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read carefully the instructions printed in the postal ballot notice before exercising the vote.