

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 6123CIN: U74300MH2007PLC173780

Date: 25/08/2023

**To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor, Dalal Street,
Mumbai- 400 001**

Scrip Code: 543305

Sub: Announcement under regulation 30 of SEBI (LODR) Regulations, 2015 for Submission of addendum to the notice of 16th Annual General Meeting dated 30th August, 2023 NAVODAY ENTERPRISES LIMITED.

Reference: Notice of 16th Annual General Meeting dated 31st July, 2023 submitted by us on 8th August, 2023 and issued to shareholders on 8th August, 2023.

Dear Sir/Madam,

This is with reference to our earlier submission of 16th AGM Notice dated 31st July, 2023 for convening the Annual General Meeting for obtaining the shareholder's approval on the resolutions stated in the 16th Annual General Meeting of the members of the company scheduled to be held on Wednesday, 30th August, 2023 at 11:00 A.M. at B-713, 7th Floor Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri West Mumbai – 400053

The Annual General Meeting notice has been already dispatched to the shareholders of the Company through email on **8th August, 2023** in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act"). Subsequent to the issuance of the Notice of Annual General Meeting, the Board of the Directors of the Company at their meeting held on 22nd August, 2023, have considered and approved the addendum notice of 16th AGM with respect to Resolution no No. 5 for issue and allot 1,72,00,000 equity shares of the Company on Preferential allotment basis, to non-promoters at a price of Rs. 11/- (including premium of Re. 1/-), for consideration in cash, for an aggregate consideration of, total consideration of Rs. 18,92,00,000/- (Rupees Eighteen crores Ninety-Two Lacs Only) on such terms and conditions as agreed and set forth in the agreements, deeds and other documents.

The board of directors further took on records and corrections needed in heading and contents of explanatory Statement of Resolution no. 5 for Object of the issue, the board of Directors of the company in its meeting dated 22nd August, 2023 further approved 1. appointment of Mr. Ashish Amrutlal Shah (DIN: 10252164), as Executive Director of the Company, 2. corrections in the Resolution no. 5 and its Explanatory Statement, and also approved the addendum notice of 16th Annual General Meeting of the Company for obtaining shareholders' approval on Resolution no. 1-7 along with modification and correction on the resolution no. 5 of the notice with regards to the Preferential issue of allotment of 1,72,00,000 Equity shares.

Accordingly, this addendum AGM Notice of 16th AGM is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 16TH ANNUAL GENERAL MEETING Notice of the Company dated 31st July, 2023.

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The addendum to the Notice of AGM along with Resolution No. 5 & 7 along with its explanatory statement is attached herewith.

The addendum to the Notice of the 16th AGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s).

The addendum to the Notice of 16th AGM will also be available on the website of the Company www.navodayenterprise.in and on the website of the BSE Ltd. at www.bseindia.com respectively and the company also publish the information about the addendum in the notice of 16th Annual General Meeting in the newspaper accordingly.

We request you to kindly take a note of the above.

For Navoday Enterprises Limited

Anand Vasant Mode
Managing Director
DIN: 07841998

ENCL: Addendum to the Notice of 16th AGM of Navoday Enterprises Limited.



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

ADDENDUM TO THE NOTICE OF 16TH ANNUAL GENERAL MEETING

ADDENDUM TO THE NOTICE OF 16TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS 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 business matters stated in the Original Notice of AGM dated 31ST July, 2023 and this Addendum Notice of AGM issued by the company to the shareholders.

NAVODAY ENTERPRISES LIMITED (“the Company”) issued NOTICE OF 16TH ANNUAL GENERAL MEETING dated 31ST DAY OF JULY, 2023 sent through email on 8th August, 2023 to all the Members of the Company for obtaining their approval for Resolution No. 1 to 6 as stated in the notice of AGM, The NOTICE OF 16TH ANNUAL GENERAL MEETING has been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the Ministry of Corporate Affairs, in the said notice of AGM the Resolution No. 5 for issue and allot 1,72,00,000 equity shares of the Company on Preferential allotment basis, to non-promoters at a price of Rs. 11/- (including premium of Re. 1/-), for consideration in cash, for an aggregate consideration of, total consideration of Rs. 18,92,00,000/- (Rupees Eighteen crores Ninety-Two Lacs Only) on such terms and conditions as agreed and set forth in the agreements, deeds and other documents.

The board of directors has further taken on records that the heading and contents of Explanatory Statement of Resolution no. 5 and the Object of the issue has not been given correctly in the Explanatory Statement, the board of Directors of the company in its meeting dated 22ND August, 2023 further approved the correction in the Resolution no. 5 and the Explanatory Statement for issue and allotment of 1,72,00,000 Equity Shares on preferential issue basis, and board of directors also approved the appointment of Mr. Ashish Amrutlal Shah (DIN: 10252164), as Executive Director of the Company which is subject to the shareholders’ approval in the 16TH AGM of the Company, and board of directors also approved addendum notice of 16th Annual General Meeting of the Company for obtaining shareholders approval on Resolution no. 1-7 along with modification and correction on the resolution no. 5 of the notice with regards to the Preferential issue of allotment of 1,72,00,000 Equity shares. The board of Directors recommended to the members these resolutions for their consent in 16TH ANNUAL GENERAL MEETING of the company,

Subsequent to the issuance of AGM Notice, the Company has observed and deem it appropriate to bring the following further disclosure to the notice of members and stakeholders. Accordingly, this addendum AGM Notice of 16TH AGM is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 16TH ANNUAL GENERAL MEETING Notice of the Company dated 31ST July, 2023.

The addendum Notice of 16TH AGM along with Resolution No. 5 & 7 along with its explanatory statement is attached herewith, this addendum notice shall be read with the original notice of 16TH AGM issued by the company dated 08TH August, 2023.

The addendum Notice of the 16TH AGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s).

The said addendum Notice of 16TH AGM will also be available on the website of the Company www.navodayenterprise.in and on the website of the BSE Ltd. at www.bseindia.com respectively.

SPECIAL BUSINESS:

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 Ninety-Two Lacs Only):

Sr. No	Name of the Proposed allottee	Nature of persons who are theultimate 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 Kashinathingole 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 Capita 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:

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);

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;

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

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

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;

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

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. 7

APPOINTMENT OF MR. ASHISH AMRUTLAL SHAH (DIN: 10252164), AS EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (to the extent applicable) and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ashish Amrutlal Shah (DIN: 10252164), as Executive Director of the Company w.e.f. 30th August, 2023 for a period of 5 (five) years, on the terms and conditions of appointment and remuneration as approved by the Board of Directors from time to time and that his period of office be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“RESOLVED FURTHER THAT Mr. Anand Vasant Mode, Managing Director and/or Alpi Jain Company Secretary or any of the Director of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

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

Sd/-

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

Place: Mumbai

Date: 22/08/2023

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 report. 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 11:00am 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.

Place: Mumbai

Date: 22/08/2023

**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,
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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]

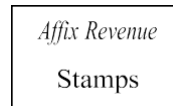
Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:
Name:	E-mail Id:	
Address:		
Signature, or failing him		

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 InfintyMall, 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 (DIN07841998) as Managing Director of the Company for a Period of 5 yrs		
7	Appointment of Mr. Ashish Amrutlal Shah (Din: 10252164), As Executive Director of The Company.		

Applicable for investors holding shares in electronic form Signed this day of 2023

Signature of Shareholder _____ Signature of Proxy holder _____



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
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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 themember)

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.



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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 MH400053 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 indematernalized 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 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 5yrs		
7	Appointment of Mr. Ashish Amrutlal Shah (Din: 10252164), As Executive Director of The Company		

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent 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. 05: To Approve Issue of Equity Shares of the Company on Preferential Basis for Consideration in Cash:

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 requirements, further capital in order to meet the funding and business requirements of the Company including in relation to, and for funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes.

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	20.22	15,59,000	6.26
	Bodies Corporate	4,300	0.06	4,300	0.02
	Sub Total (A)	15,63,300	20.28	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	79.72	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. 7: Appointment of Mr. Ashish Amrutlal Shah (Din: 10252164), As Executive Director Of The Company:

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 22nd August, 2023, approved the appointment of Mr. Ashish Amrutlal Shah (DIN: 10252164), As Additional Executive Director of the Company for a period of five years, with effect from 22nd August, 2023, subject to approval of shareholders at the forthcoming Annual General Meeting. Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014 and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Ashish Amrutlal Shah, requires approval of the Members by way of special resolution.

The terms and conditions of the re-appointment and remuneration payable to Mr. Ashish Amrutlal Shah are provided in the resolution referred in Item No. 7.

The Company has received from Mr. Ashish Amrutlal Shah (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he/she is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Ashish Amrutlal Shah for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 7 of the Notice above by way of Special resolution.

Except Mr. Ashish Amrutlal Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution

Place: Mumbai
Date: 22/08/2023

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	Ashish Amrutlal Shah
DIN	07841998	10252164
Date of Birth	April 21, 1972	22/06/1979
Date of Appointment	February 10, 2018	August 22, 2023
Category	Managing Director	Executive Director
Qualification	Graduate	Graduate
Nature of expertise in specific functional areas and Experience	Marketing, Business Strategy and Finance, Legal, Administration	Administration
Terms and conditions of appointment/ reappointment	Re-appointed as Managing Director of the Company for a period of 5 yrs	Appointment as Executive Director
Number of shares held in the Company	15,59,000	Nil
Remuneration to be paid	As per provisions of 196, 197, 198 of Companies Act, 2013	As per provisions of 196, 197, 198 of Companies Act, 2013
Directorship held in other Companies	Synematic Media and Consulting Private Limited	Copo Holdings Private Limited
Memberships/ Chairmanships Committees of other Companies	NA	NA
Relationships between Directors inter-se	NA	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**

