



Mayukh Dealtrade Ltd.

(CIN: L51219MH1980PLC329224)

Date: 29th July, 2022

To,
**The Department of Corporate Services,
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Sub.: Notice of Postal Ballot
Scrip Code - 539519
Scrip ID - MAYUKH

Dear Sir/Madam,

With reference to above, please find enclosed herewith the Postal Ballot Notice as approved by the Board of Directors at their meeting held on 27th June, 2022 for seeking approval of the members of the Company in respect of the business as mentioned therein.

You are requested to kindly take a note of the same.

**Thanking You,
Yours Faithfully,**

For Mayukh Dealtrade Limited

Mit Tarunkumar Brahmbhatt
Managing Director
DIN: 06520600



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of M/s. **Mayukh Dealtrade Limited** ("Company"), for the resolutions appended below, through Remote Electronic Voting ("e-voting") only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors ("Board") in its meeting held on 27th June, 2022 has appointed M/s. Brajesh Gupta & Co. Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. He has Communicate his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s), through voting by electronic means (remote e-voting) only.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged National Security Depository Limited (NSDL) for facilitating the remote e-voting system. The remote e-voting period commences on 30th July 2022 (9.00 a.m. IST) Saturday, and ends on 28th August, 2022 (5.00 p.m. IST) Sunday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 8th July, 2022 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members as the company is sending notice through email as per the exemptions granted by ministry in its circulars time to time. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off Friday 8th July, 2022 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.mayukh.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

The Board of Directors of the Company ("Board"), at its meeting held on Monday, 27th June, 2022, has appointed M/s Brajesh Gupta & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Saturday 30th July, 2022 (9.00 a.m. IST) and will end on Sunday, 28th August, 2022 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 29th August, 2022 and, the results of the voting shall be declared by the Chairman of the Company on or before 30th August, 2022, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. www.mayukh.co.in and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com. The same shall simultaneously be communicated to the BSE Ltd., on which the shares of the Company are listed.

The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).

RESOLUTION

ITEM NO.: 1

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary resolution**.

"RESOLVED THAT pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores Only) divide into 1,00,00,000 (One Crore) Equity Shares of Face Value of Rs. 5/- each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Face Value of Rs. 5/- each by addition of Rs. 25,00,00,000 (Rupees Twenty-Five Crores) divided in to 5,00,00,000 (Five Crores) Equity Shares of Face Value of Rs. 5/- each.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to sign all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.

ITEM NO.: 2

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Members are requested to consider and if thought fit, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. "The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of face value Rs. 5/- (Rupees Five only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

ITEM NO.: 3

ALTERATION /AMENDMENT IN EXISTING CLAUSE III, THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY;

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

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company and the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the Clause III (A) of the Memorandum of Association, in relation to the main objects, be and is hereby amended and replaced to read as under:

Existing Clause III (A) (Main Object) of the Memorandum of Association of the Company be and is hereby alteration, deletion and addition in the point no. 1 -5 of the Existing Clause III (A) (Main Object) of the MOA, altered Clause III (A) (Main Object) is as follows:

(A) Main Objects to be pursued on incorporation: -

1. * To carry on the business of manufacture, design, assemble, repair, buying, selling, reselling, import, export, transporting, storing, developing, promoting, marketing or supplying, trading, and dealing in any manner whatsoever in all type of Kapoor Dani, burner, aroma burner, Ceramic Kapoor Dani, aroma oil burner and Aroma oil burner cum night lamp, Night Lamps, home & office decoration lighting products, flower pots with lighting, lighting flower vase, Aroma Burner with timer and same kinds of other products on retail as well as on wholesale basis in India or elsewhere, selling of all this products on online portals.
2. * To carry on business and trade of purchase & sell, wholesalers, retailers, agents, subagents, distributors, trading on all online portals in India and outside India and to act as electrical Product or otherwise deal in all models, shapes, sizes, capacities and varieties of Kapoor Dani, burner, aroma burner, Ceramic Kapoor Dani, aroma oil burner and Aroma oil burner cum night lamp, Night Lamps, home & office decoration lighting products, flower pots with lighting, lighting flower vase, Aroma Burner with timer and same kinds of other products.
3. * To make investment of the companies surplus fund in any kind of securities of any company in India or outside India, investment in equity shares by way of acquisition of companies as associate/subsidiary company, to act as underwriter, sub -underwriter, to invest and acquire and hold any kind of securities of any kind of company Indian or outside India, sell, buy or otherwise deal in any kind of Securities i.e. Equity Shares, Preference Shares, debentures, debenture-stocks, bonds, units, bills of exchange, promissory notes, debts, mortgages, company deposits, mutual funds, national saving certificates, other government securities, ADR (American Depositories Receipt), GDR (Global Depositories Receipt), FCCB (Foreign Currency Convertible Bond) and ECB (External Commercial Borrowing). To carry on the business of financial and investment consultants, financial consultant, underwriters, portfolio management and to invest or subscribe for purchase or otherwise acquire and sell, dispose of, exchange, hold and otherwise deal in shares and other securities issued by any authority Central, State, Municipal Local or otherwise and to carry on the business generally carried on by finance and investment companies.
4. * To carry on all or any of the business of Borrowing or raising money with or without security and /or by the issue of any new equity shares, sale of any bonds, mortgages, debenture or debenture stock of the Company, whether perpetual or otherwise and to devote any money so raised to any of objects of Company and to advance, lending of money to any entity, and assets of all kinds upon such terms as may be arranged subject to the provisions of the Companies Act.
5. *To carry on the business of underwriter, investment in IPO’s, Investment in business by acquisition of securities of the company or sharing in the business profit, Investment in India or abroad by way of acquisition in Eq. Shares or other securities, Joint Venture business agreement etc.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO.: 4

TO REGULARISE MR. KAPIL PUROHIT (DIN: 09452936) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kapil Purohit (DIN:09452936) for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 31st December, 2021 who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 31st December, 2021 to 30th December, 2026 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO.: 5

TO REGULARISE MS. KHUSHBOO VASUDEV (DIN: 08415000) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Khushboo Vasudev (DIN:08415000) for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 31st December, 2021 who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 31st December, 2021 to 30th December, 2026 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO.: 6

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION AMOUNT UPTO RS. 100 CRORES

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

“RESOLVED THAT pursuant to the provisions of the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or reenactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby

accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties for (i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; (vii) Sub Contract Arrangement, strategic investment by way of investment in any kind securities (viii) Borrowing from Related Party; (ix) Lending to Related Party (x) investment in any kind of securities of the related parties entities, for any value up to Rs. 100 Crores and/or the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to Rs. 100 crores (Rupees One Hundred Crores) for single transaction or series of transactions on such terms and conditions as may be mutually agreed between the Companies Board and the related parties.

FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution”.

ITEM NO.: 7

APPROVAL FOR INCREASE IN BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow money, as and when required, from bank(s), financial institution(s), foreign lender(s), any Body corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, 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 (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of Rs. 100.00 crores (Rupees Hundred Crores only) or limits so prescribed under Section 180(1)(c), as may be amended from time to time, whichever is higher.”

FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution”.

ITEM NO.: 8

APPROVAL FOR INCREASE IN GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors on such terms and conditions as may be deemed fit by board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of any securities {Equity Shares, Preference Shares, debentures, debenture-stocks, bonds, units, bills of exchange, promissory notes, debts, mortgages, company deposits, mutual funds, national saving certificates, other government securities, ADR (American Depositories Receipt), GDR (Global Depositories Receipt), FCCB (Foreign Currency Convertible Bond) and ECB (External Commercial Borrowing)} of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or another person/entity whether in

India or outside India, as may be considered appropriate for an amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crores only), notwithstanding that such investment and acquisition together with existing investments of the company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty percent of its paid-up share capital, free reserves, and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto, including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s)/ employee(s) of the company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the company."

FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution".

Place: Mumbai

Date: 27/06/2022

Registered Office:

Office No. 101 on 1st Floor,
Crystal Rose C.H.S LTB,
Datta Mandir Road, Mahavir Nagar,
Kandivali West, Mumbai, Maharashtra, 400067
Email: info@mayukh.co.in;
Website: www.mayukh.co.in

**By Order of the Board of Directors
For Maukh Dealtrade Limited**



**Mit Tarunkumar Brahmbhatt
Managing Director
DIN: 06520600**

Notes:




1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E-voting System Only) is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 8th July, 2022 ("cut-off date") and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., M/s Niche Technologies Pvt. Ltd, D-511, Bagree Market, 71 B R B Basu Road, Kolkata, West Bengal- 700001, Email Id: nichetechpl@nichetechpl.com, Contact No. 033 - 22343576 / 22357270 / 7271.
3. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting Saturday 30th July, 2022 (9.00 a.m.) (IST) and will end on Sunday, 28th July, 2022 (5.00 p.m.) (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 8th July, 2022 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Sunday, 28th August, 2022 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website on or before Friday 29th July, 2022 to facilitate online inspection up to the last date for exercising the voting.
7. M/s Brajesh Gupta & Co., Practicing Company Secretary, has been appointed by Board of Directors in its meeting held on 27th June, 2022 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company's website at www.mayukh.co.in , on the website of BSE limited at www.bseindia.com , and on NSDL E-Voting link at www.evoting.nsdl.com .
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 12:00 P.M. on all working days from the date of dispatch till the last day of E-voting. However, last day of E-voting will be Sunday, 28th August, 2022, hence inspection will be allowing till Saturday, 27th August, 2022.
13. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on Monday, 29th August, 2022 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on Tuesday, 30th August, 2022 and will also be displayed on the Company website (www.mayukh.co.in) and communicated to the Stock Exchanges (BSE Ltd.), Depository, the Registrar and Share Transfer Agent.
14. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.

15. The results of the postal ballot will be declared not later than two working days i.e. Tuesday, 30th August, 2022 of conclusion of remote e-voting i.e. Sunday, 28th August, 2022. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.mayukh.co.in and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com immediately 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 stock exchange where the Company's shares are listed.

16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Sunday, 28th August, 2022. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

17. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Khushboo Negi, Company Secretary & Compliance Officer at: Email id: info@mayukh.co.in, phone no. 022-28684491 or to the Registrar and Transfer Agent, M/s Niche Technologies Pvt. Ltd, D-511, Bagree Market, 71 B R B Basu Road, Kolkata, West Bengal, 700001 ; Email Id: nichetechpl@nichetechpl.com; Contact No. 033 - 22343576 / 22357270 / 7271.

Instructions for E-Voting:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

The e-voting period commences on Saturday 30th July, 2022 9:00 a.m. (IST) and will end on Sunday, 28th August, 2022 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, it will not be allowed to change it.

E-voting Instructions:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119848 then user ID is 119848001***

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 csprof.services@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to Sarita Mote (Assistant Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@mayukh.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@mayukh.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERE TO

Acquisition

ITEM NO. 3

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) did not covers all the activities carried on or to be carried on by the Company, but in order to diversify the business of the company is considering to add the new activity with the object of Investment, joint venture business, new areas of business, acquisition of other companies or business of the entities in the form of acquisition of securities and equity shares, and also make investment in other securities of the company and having business arrangements with other companies for diversify the business of the company lend and advance money or give credit on any terms or mode and with or without security to any individuals firm, body corporate or any other entity and to enter into guarantees, contracts of indemnity and surety ship of all kinds, to receive money on deposits or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company upon such terms and conditions as the company may think fit., your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution. The said alteration in the main Objects Clause 1-5 of the memorandum of association as set out in the resolution is to facilitate diversification, expansion and new areas of avenues and opportunities to the company's growth. This will enable the Company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. This will also enlarge the area of operations of the Company. Pursuant to section 13 and section 4 of the Act, the above said proposal requires consent of the members by way of special resolution.

The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary. The Directors commend the passing of the resolution as special resolution under item No. 3 of the accompanying Notice for the approval of the members of the company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO. 4

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 31, 2021, had appointed Mr. Kapil Purohit (DIN: 09452936), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from December 31, 2021, subject to the approval of the Members of the Company as Independent Director of the company. During the tenure of his appointment, Mr. Kapil Purohit shall not be liable to retire by rotation.

The Company has received declarations from Mr. Kapil Purohit, confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company and a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr Kapil Purohit does not hold any shares of the Company.

The Company has also received declaration from Mr. Kapil Purohit to the effect that he has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered with the Indian Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA.

Mr. Kapil Purohit will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time.

In the opinion of the Board, Mr. Kapil Purohit fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The letter of appointment of Mr. Kapil Purohit setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on info@mayukh.co.in.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Mr. Kapil Purohit as an Independent Director of the Company, as set out at Item No. 4 of the Notice, for approval by the Members.

Except, Mr. Kapil Purohit, none of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 4 of this Notice.

ITEM NO. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 31, 2021, had appointed Ms. Khushboo Vasudev (DIN: 08415000), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from December 31, 2021, subject to the approval of the Members of the Company as an Independent Director of the Company. During the tenure of her appointment, Mrs. Khushboo Vasudev shall not be liable to retire by rotation.

The Company has received declarations from Ms. Khushboo Vasudev, confirming that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that she is eligible to be appointed as an Independent Director of the Company and a declaration that she is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Ms. Khushboo Vasudev does not hold any shares of the Company.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Ms. Khushboo Vasudev for the office of a Director of the Company.

The Company has also received declaration from Ms. Khushboo Vasudev to the effect that she has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered and qualify the examination of the Indian Institute of Corporate Affairs ("IICA"), her name is in the data bank maintained by IICA.

Ms. Khushboo Vasudev will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time.

In the opinion of the Board, Ms. Khushboo Vasudev fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and she is independent of the management and possess appropriate skills, experience and knowledge.

The letter of appointment of Ms. Khushboo Vasudev setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on info@mayukh.co.in.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Ms. Khushboo Vasudev as an Independent Director of the Company, as set out at Item No. 5 of the Notice, for approval by the Members.

Except, Ms. Khushboo Vasudev, none of the Directors and Key Managerial Personnel of the Company and their relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 5 of this Notice.

ITEM NO. 6

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to Investment, acquisition of securities, lending of funds, sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, Investment in securities of related entities, execution of any business arrangements, business agreements, appointment to any office or place of profit, availing or rendering of any services, leasing of property, these transactions are likely to exceed ten percent of the turnover of the Company.

Therefore, in terms of Regulation 23 and other applicable regulations of the Listing Regulations thus the material Contracts/ Arrangements/ Transactions: investment, acquisition of securities, lending of funds, sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property on arm's length basis.

The material contracts/arrangements/transactions with other parties have been approved by the Audit Committee and Board of Directors for recommending this resolution no. 6 as special resolution to the Members of the Company for their approval.

Monetary Value: The value of transactions is likely up to an amount of Rs.100 crores in a single or bundle of transactions.

None of the Directors or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 7

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to 100 crores for the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 100 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 7 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution

ITEM NO. 8

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a Special Resolution is required to be passed by way of postal ballot.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 100 Crores for the company. Hence, the Special Resolution at Item No.8 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors, therefore, recommend the Resolution as set out in item no. 8 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**By Order of the Board of Directors
For Mayukh Dealtrade Limited**



**Mit Tarunkumar Brahmbhatt
Managing Director
DIN: 06520600**

Email: info@mayukh.co.in;
Website: www.mayukh.co.in

Date: 27/06/2022

Place: Mumbai

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment/ Appointment at the General Meeting.

Particular's	Mr. Kapil Purohit	Ms. Khushboo Vasudev
DIN	09452936	08415000
Date of Birth	24/03/1991	31/12/1989
PAN	BQJPP5609L	ATNPV6145P
Nationality	Indian	Indian
Date of Appointment	31/12/2021	31/12/2021
No. of Equity Shares held	Nil	Nil
Qualification	B.Com., CS	LLB, CS
Brief Profile		
Directorship held in other listed entities or its subsidiary	NA	1. Canopy Finance Limited 2. Panorama Studios International Limited 3. Panorama Studios Private Limited
Membership/ Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	NA	1. Member in Audit Committee and Stakeholders Relationship Committee of Panorama Studios International Ltd. 2. Member in Audit Committee of Canopy Finance Limited