

NAVODAY ENTERPRISES LTD

REGD OFFICE :B-713, 7th FLOOR, CRYSTAL PLAZA NEW LINK ROAD, OPPOSITE INFINTY SHOPPING MALL , ANDHERI
WEST MUMBAI 400053,

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

Telephone No.91 22 4968 6123

CIN: U74300MH2007PTC173780

Date: 03rd March, 2023

**To,
The Department of Corporate Services,
BSE Limited
Ground Floor, P.J. Towers,
Dalal Street Fort, Mumbai, MH-400001**

Script ID: 543305

Sub: Notice of Extra-Ordinary General Meeting scheduled to be held on Friday 31ST March, 2023

Dear Sir/Madam,

We wish to inform you that Extra-Ordinary General Meeting of the company is scheduled to be held on Friday 31st March, 2023 at 4.00 p.m. at B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053.

The Notice of Extra-Ordinary General Meeting is enclosed herewith.

Please take the same on your record and acknowledge the receipt of the same.

Thanking you,
Yours Faithfully,

For NAVODAY ENTERPRISES LIMITED

**ANAND VASANT MODE
MANAGING DIRECTOR
DIN: 07841998**

ENCL:AS ABOVE

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA GENERAL MEETING OF THE MEMBERS OF NAVODAY ENTERPRISES LIMITED WILL BE HELD ON FRIDAY, 31ST MARCH, 2023 AT 04:00 P.M AT B-713, 7TH FLOOR CRYSTAL PLAZA NEW LINK ROAD OPPOSITE INFINITY SHOPPING MALL, ANDHERI WEST MUMBAI-400053, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM: 1

INCREASE IN THE AUTHORISED 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 the provisions of Section 61 (1) (a) and all other applicable provisions of the as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) (**'Companies Act'**) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs 25,00,00,000/- (Rupees Twenty Five Crores Only) comprising of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares having face value of Rs.10.00/- (Rupees Ten Only)to Rs 60,00,00,000/- (Rupees Sixty Crores Only) comprising of 6,00,00,000 (Six Crore) Equity Shares having face value of Rs.10.00/- (Rupees Ten Only) each i.e., by creation of additional authorised capital of Rs. 35,00,00,000 (Rupees Thirty Five Crores)divided in to 3,50,00,000 (Three Crore Fifty lacs) Equity Sharesof face value of Rs 10.00/- (Rupees Ten Only) and consequently, the existing Clause V of the Memorandum of Association of the Company will be altered.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorized to 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: 2

ALTERATION OF THE CAPITAL 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 an **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), approval of the Members be and is hereby accorded to

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substitute the existing Clause V of the Memorandum of Association of the Company by the following:

V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorized to 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."

**By order of the Board of Directors,
Navoday Enterprises Limited
Sd/-
Anand Vasant Mode
Managing Director
DIN- 07841998**

Date: 27th February, 2023

Place: Mumbai

Registered Office:

B-713, 7th Floor,

Crystal Plaza New Link Road

Opposite Infinity Shopping Mall,

Andheri West Mumbai MH 400053

CIN: U74300MH2007PTC173780

Website:www.navodayenterprise.com

Email: info@navodayenterprise.com.

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A Member Entitled to Attend and Vote at the EOGM 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.
- 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) 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 EOGM is enclosed.
- 5) 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.

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6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

7) 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 EOGM.

8) 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 EOGM.

9) 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.

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) 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 Notice is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).

12) 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 EOGM.

13. Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: A-33070, COP 21306 Indore) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Extra Ordinary General Meeting (Ballot Voting in EOGM).

14) 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).

15) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the EOGM.

16) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue.

17) As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the

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Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

18) 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 24th March, 2023.

19) 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 24th March, 2023 may sending a request at info@navodayenterprise.com.

20) 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 EOGM through ballot paper.

21) The Chairman shall, at the EOGM, 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 EOGM.

22) 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 EOGM, 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.

24) The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before 02nd April, 2023 and shall be placed on the website of the Company www.navodayenterprise.com 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.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No: 1 & 2

Increase in the Authorised Share Capital of the Company and Consequent Alteration of the Capital Clause of the Memorandum of Association of the Company.

Presently, the Authorised Share Capital of the Company is existing Rs 25,00,00,000 /- (Rupees Twenty Five Crores Only) comprising of 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares having face value of Rs.10.00/- (Rupees Ten Only). In order to facilitate for future requirements of funds and increase in capital of the Company, if any, it is proposed to increase the Authorised Share Capital to Rs 60,00,00,000.00/- (Rupees Sixty Crores Only) comprising of 6,00,000,000 (Six Crores only) Equity Shares having face value of Rs 10.00/- (Rupees Ten Only) each i.e., by creation of additional capital of Rs. 35,00,00,000 (Thirty Five Crores) divided in to 3,50,00,000 (Three Crores Fifty lacs) Equity Shares of face value of Rs 10.00/- (Rupees Ten Only). The increase in the Authorised Share Capital as aforesaid would consequential alteration of the existing Clause V of the Memorandum of Association of the Company as follows:

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V. "The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

The Board of Directors of the Company has recommended the resolution as set out at item no. 1 &2 of this Ballot Notice for approval of the Members as ordinary resolution respectively upon the terms and conditions set out in these resolutions read with the explanatory statement for the same.

Copy of the Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 10:00 A.M. to 01:00 P.M. until the EOGM i.e. at 4:00 p.m. on Friday, 31th March, 2023.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

**By order of the Board of Directors,
Navoday Enterprises Limited**

Sd/-

Anand Vasant Mode

Managing Director

DIN- 07841998

Date: 27thFebruary, 2023

Place: Mumbai

Registered Office:

B-713, 7th Floor,

Crystal Plaza New Link Road

Opposite Infinity Shopping Mall,

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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 Extra Ordinary General Meeting of the company, to be held on AT B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053, on Friday 31stMarch, 2023 at 04:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Increase in The Authorised Share Capital of The Company		
2.	Alteration of The Capital Clause of The Memorandum of Association of The Company for increase in Authorized Capital		

***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

Affix Revenue
Stamps

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.

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ATTENDANCE SLIP

(Full name of the members attending _____)

(In block capitals)

Ledger Folio No./Client ID No. No. _____ of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the Navoday Enterprises Limited AT B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053, on Friday 31st March, 2023 at 04:00 P.M..

(Member's /Proxy's Signature)

Note:

1)Members are requested to bring their copies of the Notice 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 MGT-12)

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

Name of the Company: NAVODAY ENTERPRISES LIMITED		
Registered Office: B-713, 7th Floor, Crystal Plaza New Link Road Opposite Infinity Shopping Mall, Andheri West Mumbai MH 400053		
CIN: U74300MH2007PLC173780		
BALLOT PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares Held	

I hereby exercise my vote in respect of Ordinary/ Special Resolutions numerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	Increase in Authorized Share Capital of the Company	Ordinary			
2.	Alteration of Capital Clause of Memorandum of Association of the Company for Increase in Authorized Share Capital	Ordinary			

Place: Mumbai

Date:

Signature of the shareholder)

(*as per Company records)