



## **POSTAL BALLOT NOTICE**

*Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and all other applicable provisions & Circulars issued by the Ministry of Corporate Affairs, from time to time.*

**Dear Member(s),**

Notice is hereby given to the members of **VAGHANI TECHNO - BUILD LIMITED** (the “**Company**”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force and Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and the Articles of Association of the Company read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024, and other related circulars issued by the Ministry of Corporate Affairs from time to time, (collectively termed as “**MCA Circulars**”), and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Members of the company for the business set out hereunder through Postal Ballot Notice and the explanatory statement by way of remote e-voting (“**e-voting**”) process through postal ballot. In view of the prevailing MCA Circulars on Postal Ballot process, voting on the resolution covered in the Notice will take place through remote e-voting only and no physical ballots will be sent or collected. Please refer to detailed instructions for remote e-voting explained in Notes to the Notice.

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice (“**Notice**”) and forms part of this Notice. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its Members. The Postal Ballot Notice is also available on the website of the Company at [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com)

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars and SS-2, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘**Notes**’ to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on Monday, 7<sup>th</sup> April, 2025, has appointed Mrs. Krishna Hardik Bhavsar (ACS-38257, CP No-17009), Practicing Company Secretary, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.



The E-voting facility will commence on **Saturday, 12<sup>th</sup> April, 2025, 9:00 a.m. (IST)** and will end on **Monday, 12<sup>th</sup> May, 2025, 5:00 p.m. (IST)**. Thereafter, E-Voting module will be blocked by NSDL at **5.00 p.m. on Monday, 12<sup>th</sup> May, 2025**, and voting shall not be allowed beyond the said date and time. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **Monday, 12<sup>th</sup> May, 2025 at 05.00 P.M. (IST)**.

Upon completion of the scrutiny, the Scrutinizer will submit their report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before **Wednesday, 14<sup>th</sup> May, 2025**, and shall be communicated to BSE Limited ("BSE") where the equity shares of the Company are listed at [www.bseindia.com](http://www.bseindia.com) and will also be displayed on the Company's website at [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com) and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. **Monday, 12<sup>th</sup> May, 2025**, in terms of SS-2. The Board of Directors of the Company recommends approval of the members for the Resolutions appended below.

## **SPECIAL BUSINESSES:**

### **ITEM NO. 01: CHANGE OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and Section 110 all other applicable provisions, if any of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re - enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of Ministry of Corporate Affairs and any other regulatory and statutory authorities as may be required, consent of Members of the company, be and is hereby accorded for alteration of existing Object clause of the Memorandum of Association of the Company by replacing with the new clause as follows:

### **Clause III (A) 'THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**

1. To carry on in India or elsewhere in the world, either alone or jointly with one or more person, government, local or other bodies, foreign collaborator, the business to construct, build, take on lease, purchase or acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, develop, construct, run repair, maintain, decorate, improve, remodel, build, operate and manage all types of constructions and infrastructural developmental works in all its branches, residential structures, commercial structures, roads, bridges, highways, railways, waterways, gas lines, airports, docks, ports, jetties, gardens, public places, buildings, and other structures, developments, utilities and to operate, own, lease and transfer the same and to do all other acts and things as may be necessary.

2. To carry on the business of generating, accumulating, distributing and supplying Solar Energy, integrated solid waste/ biomass management including Waste to Energy using Solid Waste/ Biomass as fuel for Power/Gas Generation, selective Power to Synthetic Gas using excess renewable power, Special



types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers, waste to energy, green energy, solar, wind, green hydrogen, green fuels, common steam generation and distribution, power generation and distribution facility plant/s for the demand response market, for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy and to acquire concessions or licenses granted by or to enter into contracts with, the Government of India, any State Government, Municipal, Local Authority or other Statutory bodies, Companies or any other person for the development, erection, installation, establishment, construction, operation and maintenance of Solar Power Plants, Bio Gas plant, Bio fuel/s Plant, and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary plants, equipment, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar Energy, Bio Fuel/s energy, renewable energy and to carry on the business of consultants, advisors, auctioneers for all type of Solar and other Energy Plants and to undertake research and development in the field of energy and other allied fields.

3. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, pure, preserve, grade, freeze, distillate, boil, sterilize, improve, extract, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, research, discover, manipulate, market, supply and to act as agent, broker, adatia, representative, consultant, collaborator, stockiest, liaison, middleman, job worker or otherwise to deal in all types, descriptions, specifications, strengths and applications of pharmaceutical and chemical products of medicaments in all its branches such as allopathic, ayurvedic, homeopathic, herbal, unani, siddha, nutraceuticals, health-supplements, biochemical used for treatment, cure and healthcare of human beings and animals including, basic drugs, intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological and immunological chemicals, contraceptives, medical devices, surgical plaster of Paris, surgical dressings, belladonna plasters, dressings, bandages, waddings, gauzes, adhesives, belts, sutures, ligatures, vaccines, toxins, ferments, yeasts, medical gases, diagnostic agents, oils and tinctures, medicinal products in all forms such as capsules, tablets, powders, ointments, syrups, injectables, pills, fluids, granules, sprayers, inhalers, mineral waters, droppers, removers, veterinary medicines, poultry medicines, herbal products, their by-products.

**Clause III [B] Matters which are necessary for furtherance of the objects specified in clause III[A] are:**

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

2. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, intellectual rights / intellectual property's rights , brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to use and



turn to account and or grant licenses or privileges in respect of the same and to spend money in research, experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

3. To establish, provide, maintain and conduct or subsidize research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programs for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programs either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

4. To form or enter into any joint venture agreement to incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, convertible securities, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6. To enter into partnership, LLP or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

8. To manage, sell, dispose-off, let, mortgage, exchange, redeem, underlet, grant leases, licenses, easements or turn to account or otherwise dispose-off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on



such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.

9. To enter into arrangements with any government or authority's municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licenses, concessions, grants, decrees, rights which the Company may think desirable.

10. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.

11. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

12. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

13. To negotiate, enter into agreement and contracts and collaborate with foreign/local companies, firms, associates and individuals for getting or supplying and procuring technical assistance, know-how in the manufacturing, marketing, importing and exporting of any of the products.

14. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

15. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue Cheque, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.



16. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.

17. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a person/s in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

18. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

19. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person anywhere in India.

20. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependents or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.

21. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

22. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.



23. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.
24. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.
25. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.
26. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.
27. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
28. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.
29. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.
30. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.
31. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.
32. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.
33. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.



34. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

35. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

36. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.

37. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centres, exhibition centres, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

38. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.

39. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.

40. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorized to carry on. “

**“RESOLVED FURTHER THAT** any acts, process and initiatives, if any, done or taken by the board of directors in pursuance of the above object clause be and is hereby ratified and approved and any of the Directors of the Company be and are hereby jointly/ severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **ITEM NO. 02: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT AND CONSEQUENT ALTERATION TO MEMORANDUM OF ASSOCIATION**

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



**“RESOLVED THAT** pursuant to the provisions of Sections 12 & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, and applicable rules of The Companies (Incorporation) Rules, 2014 and subject to the approval of Central Government /Regional director, Western Region, Mumbai or any other authority constituted in that behalf the consent of the members of the company be and is hereby accorded to shift the registered office of the company from the State of Maharashtra to the State of Gujarat.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for alteration of Clause II of the Memorandum of Association of the Company with the following clause and that **Clause II** shall read as under:

## **II. The Registered office of the company will be situated in the State of Gujarat.**

**RESOLVED FURTHER THAT** the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby jointly/severally authorized to file aforesaid application(s) and/or form(s), to sign the petition, application, affidavit(s) undertaking(s) and such other documents as may be necessary in relation to shifting of the registered office of the company.

**RESOLVED FURTHER THAT** Mr. Jatinkumar Tulsibhai Patel (DIN:01473158) Managing Director and Mr. Parth Tulsibhai Patel (DIN: 07289967) Director & CFO of the company, be and is hereby severally authorized to appoint and authorize Practicing Company Secretary/ Advocate to appear, represent, to make such statement, furnish information and do such things, as may be required on behalf of the company before the Central Government /Regional director, Western Region, Mumbai, Ministry of Corporate Affairs, Government of India, Registrar of Companies and any other Government Authority constituted in that behalf, in the matter of the Petition to be filed by the company for shifting of the Registered Office of the company and proposed alteration of situation Clause of the Memorandum of Association.

**RESOLVED FURTHER THAT** the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to initiate and complete all the requisite acts, deeds, things and matters, as may be considered necessary, appropriate or expedient including but not limited to filing of e-form with the concerned authorities and Registrar of Companies as may be required in this regard and forward authorized copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

### **Registered Office:**

903 & 904, 9th Floor, Krushal  
Commercial Tower,  
Ghatkopar-Mahul Road,  
Chembur (West), Mumbai-89  
CIN: L74999MH1994PLC187866

**Date: 7<sup>th</sup> April, 2025**

**Place: Ahmedabad**

**By Order of the Board of Directors,  
For VAGHANI TECHNO - BUILD LIMITED**

**Sd/-  
JATINKUMAR TULSIBHAI PATEL  
Managing Director  
DIN: 01473158**



## NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Saturday, 5<sup>th</sup> April, 2025 ("Cut-off Date").
3. In compliance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Members are requested to provide their assent or dissent through e-Voting only.
4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "**Vaghani Techno-Build Limited - Postal Ballot- Registration of e-mail Ids**" to Registrar and Transfer Agent of the Company, i.e., Accurate Securities And Registry Pvt Ltd at [info@accuratesecurities.com](mailto:info@accuratesecurities.com) or to the Company at [investor@vaghanitechnobuild.com](mailto:investor@vaghanitechnobuild.com) with name of registered member(s), folio number(s)/DP Id/Client Id and no. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
5. The voting rights of member(s) for e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 5<sup>th</sup> April, 2025. Any 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 vote through e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.
7. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has National Securities Depository Limited ("NSDL")/'(the Agency') for facilitating e-voting to enable the members to cast their votes electronically.
8. The e-voting period **shall commence on Saturday, 12<sup>th</sup> April, 2025 from 9.00 a.m. (IST) and shall end on Monday, 12<sup>th</sup> May, 2025 at 5.00 p.m. (IST)**. E-voting shall not be allowed beyond the said date and time.
9. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.



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

12. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Office of the Company on all working days, except Saturday, Sunday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for receipt of e-votes. The documents will be hosted in the website of the Company.

13. The Board of Directors of the Company ("the Board"), has appointed Mrs. Krishna Hardik Bhavsar, Practicing Company Secretary (COP.: 17009) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

13. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company's website [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com), on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchange i.e. BSE Limited on [www.bseindia.com](http://www.bseindia.com).

14. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the e- voting i.e. **Monday, 12<sup>th</sup> May, 2025** shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

13. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to **Ms. Kirti Prakash Ludhrani**, Company Secretary and Compliance Officer at Email: [investor@vaghanitechnobuild.com](mailto:investor@vaghanitechnobuild.com) or for any query / grievance with respect to e-voting, you can write and email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

14. Voting through Electronic Means ("E-voting"): In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of NSDL. The E-voting facility is available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 15. The Instructions For Members For Remote E-Voting:

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential,**



through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

## 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-</p>



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.

4.Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login



# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.

Landline No.: +91 22 3100 8500 • E-mail: investor@vaghanitechnobuild.com • Website: www.vaghanitechnobuild.com

	<p>&amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



## **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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 then user ID is 101456001***

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](http://www.evoting.nsdl.com)

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 [pcskrishnabhavsar@gmail.com](mailto:pcskrishnabhavsar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **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 [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com)

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 [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com). 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.com](mailto:evoting@nsdl.com) 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)*

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under the accompanying Notice dated 7<sup>th</sup> April, 2025:

### **ITEM NO. 1: CHANGE OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

At present the Company is engaged in the activities pertaining to real estate business and in Transfer of Development Rights (TDR). However, in the recent past, the Company has not performed well in the current business line. The Board of Directors of the Company are of the opinion to expand the main line of business to engage in the development, production, and distribution of renewable energy solutions, including but not limited to solar, wind, bioenergy, and other sustainable energy technologies, alongside the research, development, manufacture, and commercialization of pharmaceutical products, health-related technologies, and healthcare services. The company seeks to contribute to environmental sustainability and human well-being by advancing both the renewable energy sector and the healthcare industry, creating innovative solutions to address the global challenges of energy and health."

Various research and survey indicate that in the next decade to come, India will open an ample business opportunity in solar industry, be it Power Products, Solar Panel manufacturing, Solar cell manufacturing. This amendment was essential for the Company to adapt to changing market dynamics and emerging trends in the industry.

Hence, the Board of Directors in their Board Meeting held on 7<sup>th</sup> April, 2025, has approved alteration of object clause of MOA subject to approval of shareholders.

The draft copy of Memorandum of Association of the Company would be available for inspection during business hours on all working days at the registered office of the company.

Further, changing the mainline of business of the Company, will require alteration of Object Clause of the Memorandum of Association of the Company. Further, pursuant to section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014 alteration of object clause of the Company requires approval of the members of the Company by passing special resolution. Further, clause III [c] of object clause deleted to align object clause in par with Companies Act, 2013 In view of the above, consent of members of the Company is being sought for alteration of the Memorandum Of Associations of the Company.

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

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.



## **ITEM NO. 2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT AND CONSEQUENT ALTERATION TO MOA**

At present, the Registered office of the Company is situated at 903 & 904, 9th Floor, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai-400089 in the State of Maharashtra. Further, Majority of the Directors and KMPs of the Company including major shareholding promoters are based at Gujarat and keeping in view the administrative convenience, cost effectiveness, growth potential and existing opportunities, the shifting of Registered Office to Gujarat shall facilitate to carry on the business of the Company more economically and efficiently and with better operational convenience.

In accordance with the provisions of Section 13 of the Companies Act, 2013 and Rule 30 of the Companies (Incorporation) Rules, 2014, shifting of the registered office of the Company from the one state to another require alteration of Clause II of Memorandum of Association of the Company, which requires approval of the members of the Company by way of passing of Special Resolution through Postal Ballot and subject to consent of the creditors/debenture holders, and other persons concerned with the company and further subject to the approval of the Central Government /Regional director, Western Region, Mumbai or any other authority constituted in that behalf

The proposed change will in no way be detrimental to the interest of any member of public, Employees or other associates of the company in any manner whatsoever.

Hence, the Board recommends the Special Resolution as set out in Item no. 2 of this notice for the approval of Members.

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

### **Registered Office:**

903 & 904, 9th Floor, Krushal  
Commercial Tower,  
Ghatkopar-Mahul Road,  
Chembur (West), Mumbai-89  
CIN: L74999MH1994PLC187866

**Date: 7<sup>th</sup> April, 2025**

**Place: Ahmedabad**

**By Order of the Board of Directors,  
For VAGHANI TECHNO - BUILD LIMITED**

**Sd/-  
JATINKUMAR TULSIBHAI PATEL  
Managing Director  
DIN: 01473158**