

# GRACIOUS VANIJYA LIMITED

CIN: U27109MH1982PLC096029

(Reg. office: 347, Floor-0, Shivshakti Nagar, General Jagannath Bhosale Marg, 83, Nariman Point, Mumbai-400021)

E-mail: [graciouslyltd@gmail.com](mailto:graciouslyltd@gmail.com), PH. 022-69504444

Dear Member(s),

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that the following proposed resolution is being circulated for the approval of the Members of Gracious Vanijya Limited to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Consent of the Members is being sought for the resolutions proposed as follows:

### ITEM- 1:- SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT:

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 the Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and subject to approval of shareholders through postal ballot also subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the board of directors be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the State of Gujarat and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Gujarat."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted From 347, Floor-0, Shivshakti Nagar, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021, Maharashtra To 8, Gokul Complex, Opp. Nagri Hospital, Ellisbridge, Ahmedabad - 380 006 or such other place in the State of Gujarat (within the jurisdiction of the Registrar of



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Companies, Gujarat) as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to take such steps and to do such acts & deeds as they may deem necessary and proper in this matter & to sign and submit necessary form to the Registrar of Companies.

DATE : 21<sup>st</sup> December, 2017  
PLACE : MAHARASHTRA

BY ORDER OF THE BOARD

SD/-  
CHAIRMAN



*Shah*

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors accordingly recommends these resolutions for approval of the members.

### ITEM: 5- SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

Company has started working effectively and found more business and development in State of Gujarat and has started operating at its corporate office in Gujarat where company is looking for good future.

Shareholders' approval is sought for voting by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

In accordance with the provision of Section 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change. Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Special Resolution for shifting of Registered Office for Company from one state to another is required to be passed by way of Postal Ballot.

In view of the above your approval is sought for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat and for altering Clause II of the Memorandum of Association of the Company by substituting the words "State of Maharashtra with the words State of Gujarat".

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.



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The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

DATE : 21<sup>st</sup> December, 2017  
PLACE : MAHARASHTRA

BY ORDER OF THE BOARD

SD/-  
CHAIRMAN



*B. Shal*

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## E-VOTING FACILITY BY COMPANY AS PER COMPANIES ACT, 2013

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 4<sup>TH</sup> January, 2018 at 02:00 P.M. and ends on 3<sup>rd</sup> February, 2018 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29<sup>th</sup> December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li></ul>



B. Shetty

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Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the GRACIOUS VANIJYA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



*B. Shal*

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- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



*B. Steel*

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## In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) Above to cast vote.
- (B) The voting period begins on 4<sup>th</sup> January, 2018 (2.00 pm) and ends on 3<sup>rd</sup> February, 2018 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29<sup>th</sup> December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29.12.2017.
- (D) Mr. Ketul Jagdishbhai Shah, Company Secretaries, (Membership No. 37822) (Address: 2, Gayatrinagar, Nr. Rajeshwari Colony Canal Road, Maninagar, Ahmedabad)) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (E) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (i) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



B. Shah



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E-mail: graciousvlt@gmail.com, PH. 022-69504444

Form No. MGT- 12

Polling Paper

[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:	GRACIOUS VANIJYA LIMITED
REGISTERED OFFICE:	347, Floor-0, Shivshakti Nagar, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021
CIN:	U27109MH1982PLC096029

## 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

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

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Change the Registered office of the Company From 347, Floor-0, Shivshakti Nagar, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021 To, 8, Gokul Complex, Opp. Nagri Hospital, Ellisbridge, Ahmadabad - 380006, Gujarat by altering Clause - II of MOA.			

Place:

Date:

(Signature of the Shareholder\*)

(\*as per Company records)



B. B. Shukla

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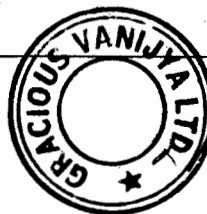
CIN: U27109MH1982PLC096029

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## Instructions:

1. A member desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the registered Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form or photocopy thereof shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories and are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [jtrivedi86@gmail.com](mailto:jtrivedi86@gmail.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name \_\_\_\_\_ Event no. \_\_\_\_\_"
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Mr. Ketul J. Shah (CP No. 17187), Company Secretaries, FF-2, Gayatrinagar, Nr. Rajeshwari Colony, Canal Road, Maninagar, Ahmedabad – 380 008 Gujarat (email-id-[ketulshah30@googlemail.com](mailto:ketulshah30@googlemail.com)) appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before February 03, 2018 (i.e. 18.00 Hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate Postal Ballot Form through an email at [graciousvlttd@gmail.com](mailto:graciousvlttd@gmail.com), if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before February 03, 2018 (i.e. 18.00 Hours).
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil)
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder(s) on the cut-off date i.e. Friday on 29<sup>th</sup> December, 2017.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected



*B. B. Shukla*

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12. Members are requested not to send any other paper along with the postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
13. The Scrutinizer's decision on the validity of Postal Ballot shall be final and binding.
14. A shareholder need not use all the votes nor need to cast all the votes in the same way.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company i.e [www.graciousvaniya.com](http://www.graciousvaniya.com) also in the newspaper(s) for the information of the Shareholders.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Shri Bhadreshkumar B. Shah, Director, 347, Floor-0, Shivshakti Nagar, General Jagannath Bhosale Marg, Nariman Point, Mumbai- 400 021, Maharashtra, telephone no +91-022-69504444, or email at [graciousvlt@googlemail.com](mailto:graciousvlt@googlemail.com)



B. B. Shah