

# MITSHIINDIA LIMITED

(Formerly known as Dera Paints & Chemical Ltd )

Registered Office:- 2, Juhu Aradhana CHS Ltd., Juhu Lane, Mumbai 400 058.

Phone.:- 022-26707500 CIN:- U91100MH1990PLC057373 Websi1e: www.mitshLin Email:- mitshLindia@gmailCom

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013:-

To,  
The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 to transact the following Special Business by the Members of the Company through Postal Ballot:

Special Business:

1. To approve change in Main Object of the Company

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

"RESOLVED THAT Subject to provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (incorporation) Rule, 2014, existing Clause III of the Memorandum of Association of the Company be substituted by the following:

A. All the clause no III(A)(1) the following new clauses be added

Item No. 8. To carry on all business activity on / for Smart City development

Item No 9. To carry on business as developer, construction, architectural, plumbing, designing, painting, repair, Re-Model, Re-Development project including activity of infrastructures comprising construction of bridges, flyover, roads, housing society buildings, township, to provide all types of amenities

Item no 10. To Carry on business activity for online / e solution for Payment / introducing system of wallet and related activities.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign, execute and submit all the necessary forms, applications, documents with Registrar of Companies as may be required in this matter and he is also authorised to take all the necessary steps, actions as may be required in this **matter.**"

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign, execute and submit all the necessary forms, applications, documents with Registrar of Companies as may be required in this matter and he is also authorised to take all the necessary steps, actions as may be required in this **matter.**"

By Order of the Board of Directors  
For Mitshi India Limited

Date: 30i05/2017

Place: Mumbai

(Kumar V Shah)  
Chairman and Managing Director

**NOTES:**

1. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 and 110 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. The Company has appointed Mr. Jignesh M Pandya, Practicing Company Secretary as the scrutinizer for the purpose of Postal Ballot exercise.
3. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as at the close of working hours on 28<sup>th</sup> day of July 2017.
4. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the members of the Company For this purpose the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting. E-voting is optional for members.
5. The instructions fore-voting are as under:-

(A) In case of Shareholders' receiving e-mail from CDSL

- i. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number- "EVSN" along with "MITSHIINDIA LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

\*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT".
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value(0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts fore-voting through CDSL e-Voting platform It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset

- ix. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only fore-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/ NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Corporate/Institutional Members (corporate/Fis/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [Jigneshpandyaacs@gmail.com](mailto:Jigneshpandyaacs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The naming convention of the file should be "MITSHI INDIA LIMITED EVSN".
- xvi. If you wish to provide feedback or in case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [mitshi.india@gmail.com](mailto:mitshi.india@gmail.com)
- xvii. Thee-voting period starts from 9.00 a.m. on 6<sup>th</sup> day, of September, 2017 and ends at 5.00 p.m. on 8<sup>th</sup> day, of September, 2017. Thee-voting module will be disabled by CDSL for voting thereafter.

(B) In case of Shareholders' receiving Postal Ballot Form by Post:

- i. Initial password is provided as below / at the bottom of the Postal Ballot Form

EVSN (Electronic Voting Sequence Number)	USERID	PASSWORD

- ii. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (Y) in the appropriate column.
- iii. The Member need not use all the votes nor needs to cast all the votes in the same way.
- iv. Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper document would not be acted upon.

(C) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Members who have registered their e-mail id for the receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot may write to company at [mitshi.india@gmail.com](mailto:mitshi.india@gmail.com) so that the hard copy of the Postal Ballot form along with the prepaid envelop can be sent by post,.
7. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot ore-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done bye-voting will be treated as invalid.

Explanatory Statement pursuant to section 102 & 1110 of the Companies Act, 2013

ITEM NO.1:

To approve change in Main Object of the Company

The Company would like to diversify its business activities to include smart city, infrastructure developers and e payment solutions which offers High potential for growth. Such business will help the Company to improve its performance. Hence it is proposed to alter the main objects of the Company Necessary resolution has been provide for the same at item no. 1 of the Notice. Your Directors recommend passing of the said resolution as the same is beneficial to the Company.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the proposed resolution.

By Order of the Board of Directors  
For Milshi India Limited

Date: 30/05/2017  
Place: Mumbai

(Kumar V Shah)  
Chairman and Managing Director