

PUSHPANJALI FLORICULTURE LIMITED

CIN: L99999GJ1995PLC027519

Registered Office: - A-26,4TH Floor, Ajanta Commercial Center, Nr. Income Tax Circle,
Opp. Kalupur bank, Ashram Rd, Ahmadabad 380014
Phone No: - 079-2754 1150 Email Id: pushpanjaliltd@gmail.com
Website: www.pushpanjalifloriculture.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as "**the Act**"), read together with the Companies (Management and Administration) Rules, 2014 ("**Rules**") (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **PUSHPANJALI FLORICULTURE LIMITED**(hereinafter referred to as "**the Company**") that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as "**the Postal Ballot Form**") for your consideration.

The Board of Directors of the Company has appointed Ms. Deepika Chandak (Membership ACS-27799), CP 15122 ,Practicing Company Secretary, Mumbai the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Friday, the 29th June, 2018 at 9.00 a.m. and ends on Saturday, the 28th July, 2018, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Saturday, the 28th July, 2018 at the Company's Registrar and Share Transfer Agent namely M/s Satellite Corporate Services Pvt Ltd, Unit :-Pushpanjali Floriculture Limited, Unit No. 49, Bldg. No. 13-A-B, 2nd Floor Samhita Commercial Co-Op. Soc. Ltd. Off. Andheri Kurla Lane, MTNL Lane Sakinaka, Mumbai – 400072, Tel : 022-28520461, 022-28520462 Fax No.: 022-28511809 Website: www.satellitecorporate.com, Email: info@satellitecorporate.com. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Saturday , the 28th July, 2018 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on Monday, 30th July, 2018 at 5.00 p.m. at the Register Office and will be displayed on the notice board at the Registered office and of the Company. The results of the postal ballot will also be posted on the Company's website: - www.pushpanjalifloriculture.com and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited.

SPECIAL BUSINESS

ITEM NO.1:- CHANGE IN OBJECT CLAUSE:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and Regulations framed thereunder (including any statutory modification(s) or re enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Gujarat, Ahmadabad under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company by deleting existing clause no 1 forming part of III-(A) of the main objects and substituted by insertion of new

clauses 1 to 5 forming part III-A of main object of the memorandum of Association of the company which is as follows;

- 1 To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
- 2 To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.
- 3 To act as broker, trader, agent, C & f agent, shipper, commission agent, distributor, representative , franchiser, consultant, collaborator, stockiest , liasioner, Job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
- 4 To carry on the business of buying and selling of goods and services through the internet of own products shall include all kinds of products such as industrial FMCG, personal used, unused service provider for selling products online to third party in owned market place to different market places and service including all kinds whether skilled or unskilled and other related activities for promoting internet based business.
- 5 To establish, maintain and run facilities in India as online business to business or business to consumer or consumer to consumer exchange to cater to all kinds of users such as manufacturer traders and the service industry.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Gujarat , Ahmadabad and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

ITEM NO. 2: CHANGE OF NAME:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 read with (Incorporation) Rules, 2014, (the “Rules”)and other applicable provisions if any of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “rules”) including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Gujarat, Ahmadabad under Ministry of Corporate Affairs, Stock Exchanges where the shares of the company are listed and other authorities as may be applicable and subject to such terms. Conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the name of the company be and is hereby changed from” **Pushpanjali Floriculture Limited**” to **“Sparkle International Limited”**or such other name as may be made available for adoption by the Central Registration Centre Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the company **“Pushpanjali Floriculture Limited”** where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name **“Sparkle International Limited”** or such other name as may be made available for adoption Central Registration Centre by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the change of name thereof with the Registrar of Companies, Gujarat, Ahmadabad and stock exchange where the shares of the Company are listed and to resolve and settle all questions and difficulties that may arise in the proposed change of name and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

ITEM NO.3:- SHIFTING OF REGISTERED OFFICE FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, North Western Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat situated at A-26,4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp. Kalupur Bank, Ashram Rd–Ahmadabad India to the State of Maharashtra to such place in the State of Maharashtra at Mumbai as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, North Western Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause 2:

II. “The Registered Office of the Company will be situated in the State of Maharashtra at Mumbai.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director North Western Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Gujarat, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, North Western Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

**By Order of the Board of Directors
For Pushpanjali Floriculture Limited,
Sd/
Virchand Lalka
Managing Director
DIN: 02320431**

**Place: Ahmedabad
Dated: 29th May, 2018**

Encl.:

1. Explanatory Statement
2. Postal Ballot Form and Self Addressed Postage-Prepaid envelop

Notes:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section "voting through electronic means" in the notice.
3. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Monday, 30th July, 2018.

The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on Friday, the 15th June, 2018 i.e. "the cut-off date". Any person who acquires shares of the Company and becomes a member of the company after the dispatch of the notice and holding shares may cast their vote by e-voting. The notice will be displayed on the website of the Company www.pushpanjalifloriculture.com and on the website of NSDL.

5. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) Financial Express in English language and (ii) Financial Express in Gujarati language having wide circulation in the district where the Registered Office of the Company is situated.

6. The Company has appointed Ms. Deepika Chandak (ACS-27799, CP 15122, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.
7. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form can download the postal ballot form from the following url on the Company's corporate website www.pushpanjalifloriculture.com or seek duplicate postal ballot form from M/s. Satellite Corporate Services Pvt Ltd , the Registrar and Share Transfer Agent or Registered Office of the Company. Members shall fill in the requisite details and send the duly completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Saturday, the 28thJuly, 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Friday, the 27thJuly, 2018, would be strictly treated as if reply from the Members has not been received.
8. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
9. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Monday , the 30th July, 2018 at the Registered office of the company situated at A-26,4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp. Kalupur bank, Ashram Rd, Ahmadabad 380014 , India

10. The results, together with the Scrutinizer's Report, will be displayed at the registered Office of the Company and on the website of Company (www.pushpanjalifloriculture.com), besides being communicated to BSE Limited and the National Securities Depository Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
12. The vote on postal ballot cannot be exercised through proxy.
13. Voting through electronic means:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 deepika.chandak31@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

OTHER INSTRUCTIONS

- I. 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 Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. 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).
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 15th June, 2018, are entitled to vote on the Resolution set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on 29th June, 2018, and will end at 5.00 p.m. 28th July, 2018. During this period shareholders’ of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date of 15th June,2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. 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 15th June, 2018.

VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares may obtain the login ID and password by sending an email to pushpanjalitd@gmail.com or evoting@nsdl.co.in. by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

VIII. The Scrutinizer shall, immediately after the conclusion of voting through postal ballot, count the votes cast through postal ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the voting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

X. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

ANNEXURE TO NOTICE

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

As required by Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material fact relating to the Resolution as mentioned in the Notice.

ITEM 1 & 2

The Company was incorporated in the year 1995 with an object to carry on the business of plantation of all types of trees and plants and to act as agriculturists, floriculturists, by cultivation and to deal in or dispose of any kind of crops, grains oil seeds etc. However due to non availability of scientific method of flower cultivations , un-favourable agro climatic condition lack of support infrastructure, technology up-gradation and severe competition due to entry of corporate houses and stricter environment laws and one or other reasons the company could not be able to make substantial progress in floricultural activities.

Therefore the Board of Directors at their Board Meeting held on 29th May, 2018 has considered a proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. The Board of Directors thought it prudent to engage in the trading business of all kinds of goods. For this purpose the main object clause of the company which is presently restricted only its scope (for floricultural activities) required to be so made out to cover a wide range of trading activities to enable your company to consider embarking upon new trading activities.

Since the change in name of the company does not match with the existing object of the company, the object of the company is changed from floriculture to trading activity. Further the Board is of the view that the trading activity of the company will help the company to prosper and flourish and earn profit for the company.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013.

The proposed amendment to the Name clause will reflect the activities to be carried on by the Company.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Monday, 30th July, 2018.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Gujarat, Ahmedabad.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Section 13 / 14 of the Companies Act, 2013, alteration of the Object Clause and Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the Special resolutions for the approval of members as set out at item no 1 and 2 of the accompanying notice.

ITEM NO. 3

The Registered Office of the Company is presently situated in the State of Gujarat.

The company is proposed to engage in Trading business specifically relating to buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying and other relevant activities.

Further the Company is having an office in Mumbai and majority of the operational activities are being carried out from Mumbai. Further most of the staff is located at Mumbai.

Mumbai is a commercial trading hub, various trading companies are located there and accordingly there are enormous opportunities available in the State of Maharashtra as compared to the State of Gujarat.

Shifting of registered office from the State of Gujarat to the State of Maharashtra is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Maharashtra, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the

business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Gujarat to the State of Maharashtra. Further there is better growth for the business of the Company in the State of Maharashtra and has therefore propose to shift the registered office of the Company to the State of Maharashtra.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, North Western Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

The Board of Directors recommends the resolution set out at item no 3 of the Notice for the approval of the members.

**By Order of the Board of Directors
For Pushpanjali Floriculture Limited,
Sd/
Virchand Lalka
Managing Director
DIN: 02320431**

**Place: Ahmedabad
Dated: 29th May, 2018**

PUSHPANJALI FLORICULTURE LIMITED

CIN: L99999GJ1995PLC027519

Registered Office: - A-26,4TH Floor, Ajanta Commercial Center, Nr. Income Tax Circle,
Opp. Kalupur bank, Ashram Rd, Ahmadabad 380014
Phone No: - 079-2754 1150 Email Id: pushpanjaliltd@gmail.com
Website: www.pushpanjalifloriculture.com

POSTAL BALLOT FORM

Sr. No. :

1. Name & Registered Address of the Sole/ /first named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID & Client ID No. :
4. No. of Shares held :

I/ We hereby exercise my/ our vote in respect of the following special resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 29th May,2018 of the Company, by sending my/ our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

Sr. no.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Special resolution for under Section 13 and other applicable provisions if any of the Companies Act, 2013 for change in object clause of the company			
2	Special resolution for under Section 13 and other applicable provisions if any of the Companies Act, 2013 Change of Name of the Company			
3	Special Resolution under section 13 and other applicable provisions, if any of the Companies Act, 2013 for shifting of Registered office of the company from State of Gujarat to State of Maharashtra.			

Place:

Date:

Signature of the Member/Beneficial Owner

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

IMPORTANT INSTRUCTIONS

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier / Speed Post / Registered Post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
- IV. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 28th July, 2018 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date, providing sufficient time for postal transit.
- VI. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- VII. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
- VIII. Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.