



## **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**”) (CIN-L41001MH1994PLC187866) 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 Wednesday, 3<sup>rd</sup> September, 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 **Friday, 12<sup>th</sup> September, 2025, 9:00 a.m. (IST)** and will end on **Saturday, 11<sup>th</sup> October, 2025, 5:00 p.m. (IST)**. Thereafter, E-Voting module will be blocked by NSDL at **5.00 p.m. on Saturday, 11<sup>th</sup> October, 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 **Saturday, 11<sup>th</sup> October, 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 **Friday, 17<sup>th</sup> October, 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. **Saturday, 11<sup>th</sup> October, 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: ALTERATION AND ADDITION OF OBJECT NO. 4 AFTER OBJECT NO. 3 UNDER CLAUSE III(A) OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) 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 and insertion of Object No. 4 after the existing Object No. 3 under Clause III (A) of main Object clause of the Memorandum of Association of the Company as follows:

- 4. To establish, conduct, manage, takeover, construct, acquire, purchase, sell, lease, rent, promote, develop and run all types and forms of hospitality, holiday resorts, boarding and lodging houses, hotels, party plots, restaurants, banquets, cafes, event manager, resorts, vacation resorts, villas, commercial and residential buildings, warehouses, shared workspaces, castles, inns, houses, motels, rest houses, guest houses, cottages, holiday camps, spas, health rejuvenation centres, housekeepers, clubs, breweries, pubs, bars, swimming pool and other facilities, accommodations of all descriptions across the country and abroad.**



**“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: APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 350 crores/- (Rupees Three Hundred and Fifty Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

## **ITEM NO. 3. APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee



thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immovable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, financier, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies/party under the respective loan/ other agreement(s) entered/ to be entered into between the company and the lending agencies/parties in respect of the said borrowing(s), such security shall rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and it shall always be deemed to have been authorised to finalize and execute with the Lending Agencies/parties / trustees, the requisite agreements, documents deeds and writings for borrowing and/or for creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts, deeds and things as may be necessary for giving effect to this Resolution."

#### **ITEM NO. 4. APPROVAL FOR LOANS AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read along with Section 188 of the Companies Act, 2013, and subject to such other approval as may be necessary and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the board of directors to (i) give any loans to any person or body corporate; (ii) give any guarantee or provide any security in connection with a loan to any person or body corporate; and/or (iii) make investments by way of subscription, purchase or otherwise of shares, debentures and/or any other securities of any other body corporate(s) including related parties, whether Indian or overseas, which the Board may, in their absolute discretion deem beneficial and in the interest of the company, in one or more tranches, provided that the aggregate amount of loans, guarantees, securities granted and investments made in securities by the company shall not at any time exceeds the limit of Rs. 150 crores (Rupees One Hundred and Fifty Crores).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine the terms and conditions of the aforesaid loans, guarantees, securities, and/or investments, and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable to give effect to this resolution including execution of documents and filings with statutory authorities."



## 5. APPROVAL/RATIFICATION FOR VARIATION IN THE OBJECTS OF THE PREFERENTIAL ISSUE OF WARRANTS PURSUANT TO REGULATION 32(1A) OF SEBI (LODR) REGULATIONS, 2015

To consider and if thoughtfit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 32(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of the explanatory statement annexed hereto and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to vary/modify/ratify the objects of the preferential issue of warrants as approved by the shareholders in the Extra-Ordinary General Meeting held on 18<sup>th</sup> February, 2025, and as disclosed in the explanatory statement to the notice thereof, to now include the following revised/additional object(s):

1. Real Estate/construction /infrastructure Objects as per Clause III [A] 1 of the Memorandum of Association.
2. Renewable Energy objects as per Clause III [A] 2 of the Memorandum of Association.
3. Pharmaceuticals Objects as per Clause III [A] 3 of the Memorandum of Association.
4. \*To establish, conduct, manage, takeover, construct, acquire, purchase, sell, lease, rent, promote, develop and run all types and forms of hospitality, holiday resorts, boarding and lodging houses, hotels, party plots, restaurants, banquets, cafes, event manager, resorts, vacation resorts, villas, commercial and residential buildings, warehouses, shared workspaces, castles, inns, houses, motels, rest houses, guest houses, cottages, holiday camps, spas, health rejuvenation centres, housekeepers, clubs, breweries, pubs, bars, swimming pool and other facilities, accommodations of all descriptions across the country and abroad.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the Regulation 32(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013 and Rules made thereunder, for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to preferential issue of convertible warrants as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution including but not limited to amending and filing all requisite forms with statutory authorities, making appropriate disclosures, and doing all such acts, deeds, and things as may be necessary or desirable in this regard.”

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

**Date:** 3<sup>rd</sup> September, 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 Friday, 5<sup>th</sup> September, 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 [vtbl1987@gmail.com](mailto:vtbl1987@gmail.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. Friday, 5<sup>th</sup> September, 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 **Friday, 12<sup>th</sup> September, 2025, 9:00 a.m. (IST)** and will end on **Saturday, 11<sup>th</sup> October, 2025, 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 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. **Saturday, 11<sup>th</sup> October, 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: [vtbl1987@gmail.com](mailto:vtbl1987@gmail.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-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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4.Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>



# 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>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 1800-21-09911</p>



## **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, the company at their e-mail to [vtbl1987@gmail.com](mailto:vtbl1987@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:

### **ITEM NO. 1: ALTERATION AND ADDITION OF OBJECT NO. 4 AFTER OBJECT NO. 3 UNDER CLAUSE III(A) OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

At present the Company is engaged in the activities pertaining to real estate business and construction, Renewable Energy (including Solar power generation) and Pharmaceuticals. In order to diversify its operations and explore new business opportunities with long-term growth potential, the Board of Directors proposes to insert a new object clause in the Memorandum of Association of the Company.

The proposed new object seeks to empower the Company to undertake activities in the hospitality sector, including but not limited to establishing, managing, acquiring, and operating hotels, resorts, restaurants, event venues, health rejuvenation centres, residential and commercial properties, and other facilities, accommodations of all descriptions across the country and abroad.

The proposed insertion is in line with the Company's strategic vision to become a multi-sector enterprise and is expected to contribute positively to its future growth and profitability.

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, pursuant to section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014 alteration / addition of object clause of the Company requires approval of the members of the Company by passing special resolution. In view of the above, consent of members of the Company is being sought for alteration of the Memorandum Of Associations of the Company.

The Board recommends the special resolution as set out in Item no. 1 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.

### **ITEM NO. 2: APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

**And**

### **ITEM NO. 3: APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013**

Keeping in view the Company's existing and future financial requirements to support its new line of business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which,



together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 350 Crores (Rupees Three Hundred Fifty Crores).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, to borrow money in excess of aggregate of paid-up capital of the Company and free reserves of the Company, approval of the Members of the Company required by way of Special Resolution.

In order to facilitate securing the borrowing made by the Company, it would be necessary to pledge/ mortgage/ create charge on the assets of the Company to the maximum extent of the indebtedness secured by the properties of the Company which does not exceed INR 350 Crores (Indian Rupee Three Hundred Fifty Crores only) at any time. Pursuant to Section 180(1)(a) of the Companies Act, 2013, approval of Members of the Company by way of Special Resolution is required to mortgage and/or create charge on the movable and immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company.

The Board of Directors recommends these Special Resolutions for approval by the Members, as set out at Item No. 2 & 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way concerned or otherwise interested in the proposed Special Resolutions.

#### **ITEM NO. 4: APPROVAL FOR LOANS AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, give corporate guarantees or provide securities to other persons or other body corporate as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 150 crores (Rupees One Hundred and Fifty Crores) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors recommends the Special Resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way concerned or otherwise interested in the proposed Special Resolutions.



## **ITEM NO. 5: APPROVAL/RATIFICATION FOR VARIATION IN THE OBJECTS OF THE PREFERENTIAL ISSUE OF WARRANTS PURSUANT TO REGULATION 32(1A) OF SEBI (LODR) REGULATIONS, 2015**

The company had vide its EGM held on 18.02.2025 obtained approval of shareholders for preferential issue of 2,35,35,491 Convertible Warrants at the time of approval of members company was mainly working in the areas of construction/infrastructure activities.

The object of the said preferential issue was stated as: "The company is looking to raise additional funds to meet its working capital requirement and for general corporate purpose and to expand the existing business of the Company Therefore, the Company has proposed the Issue of warrants on preferential basis to promoters and Non-promoters to meet its requirements in due course."

Later on, vide resolution passed vide EGM held through Postal Ballot dated 12.05.2025 company altered its main object and expanded its area of operation in 3 Main Objects and further vide this notice also intend to add one more object in Main Objects of the company.

The funds utilized /to be utilized will be within the frame work of 'Object of the Issue' as stated in EGM notice dated 23<sup>rd</sup> January 2025 only the scope of Main Objects at Memorandum of Association of the Company is expanded. The 25% of amount of Rs. 6.47 Received from the allotment of Convertible warrants was utilized only for the purpose of main object as stated in Memorandum of Association i.e. for the Real Estate and Renewable Energy Sector.

The inclusion of the above objects constitutes a variation in the utilization of the proceeds of the preferential issue, and in terms of Regulation 32(1A) of SEBI (LODR) Regulations, 2015, any material deviation from the stated objects of the issue requires ratification and/or approval of the shareholders by way of a special resolution.

Board intended to clarify the purpose of utilization of future proceeds of preferential issue only for Main Objects of the company as stated in Memorandum of Association of the company. Board intended to effectively utilized the amount of preferential issue to meet its working capital requirement and for general corporate purpose and to expand the existing business of the Company as per the Main Object as stated at Memorandum of Associations of the company.

The Audit Committee has reviewed and recommended the proposed variation in the objects. The Board of Directors is of the opinion that the revised use of funds will enhance the Company's long-term strategic interests and overall value for shareholders.

The intention of the Board and the Management is to enhance shareholder value by utilizing the preferential issue proceeds adequately and appropriately which will lead to increased profitability without compromise on services being rendered by the Company.



# 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

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding or directorship in the Company, if any.

The Board recommends the Special Resolution set forth in Item No. 5 for approval of the members.

\* this object is proposed to be added in MOA of the company and said agenda is part of this notice

**Registered Office:**

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

**Date: 3<sup>rd</sup> September, 2025**

**Place: Ahmedabad**

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

**Sd/-**

**JATINKUMAR TULSIBHAI PATEL  
Managing Director**

**DIN: 01473158**