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MANDHANA RETAIL VENTURES LTD.

THE MANDHANA RETAIL VENTURES LIMITED

(Formerly Known as 'Mandhana Retail Ventures Limited')
CIN: U52390MH2011PLC213349

Registered Office: Plot No. E-132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist. Palghar - 401506

Corporate Office: 006-008, Peninsula Centre, Dr. S S Rao Road, Parel, Mumbai - 400012

Tel No:- 022 43539191 • Fax:- 022 43539358

Email:- cs@mandhanaretail.com • Website: www.mandhanaretail.com

NOTICE OF POSTAL BALLOT

Members are hereby informed that pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force, the Company has on 14th February, 2017 completed the dispatch of the Postal Ballot Notice along with the Postal Ballot Form through email to the members whose email IDs are registered with the Depository Participants or with the Company's Registrar and Share Transfer Agent and in physical mode to the other members along with the prepaid self-addressed Business Reply envelope at their registered address by the permitted mode, seeking approval of the Members for passing Ordinary Resolution by way of Postal Ballot, including voting through electronic means (e-voting) for appointment of Statutory Auditor to fill the casual vacancy.

The Postal Ballot Notice along with the Postal Ballot Form has been sent to the Members whose names appear in the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of business hours on Friday, 3rd February, 2017 (the cut-off date). Likewise, the Members whose names appear as on the cut-off date will be considered for the purpose of voting and those who are not a member on the said date shall treat the Postal Ballot Notice for information purpose only.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members a facility to exercise their right to vote by electronic means through e-voting for the resolution proposed to be passed in Postal Ballot. The Company has appointed CDSL as agency in respect of e-voting for the Postal Ballot. The voting, both through Postal Ballot and e-voting shall commence from Wednesday, 15th February, 2017, 10:00 a.m. and shall end on Thursday, 16th March, 2017 at 6.00 p.m.

The Members holding shares in Physical/Demat form can opt to exercise their voting right either through Physical Ballot or through e-voting. The detailed procedure for e-voting is given in Notice sent to Members.

Members desirous of voting through Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent or dissent therein and return the said Form duly completed, in the self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on Thursday, 16th March, 2017. Postal Ballot Forms received thereafter will not be considered. Similarly, the e-voting can be exercised till 6.00 p.m. on Thursday, 16th March, 2017. The e-voting module shall be disabled by CDSL for voting thereafter. The Scrutinizer will submit his report after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of Postal Ballot (including e-voting) would be announced on/after Saturday, 18th March, 2017 on or before the close of the business hours at the Registered / Corporate Office of the Company and the same will be placed on the website of the Company i.e. www.mandhanaretail.com, website of CDSL i.e. www.evotingindia.com and will be communicated to the Stock Exchanges where shares of the Company are listed.

Members who require a duplicate copy of the Postal Ballot Form, may obtain the same from the Corporate Office of the Company mentioned above or send an email at cs@mandhanaretail.com mentioning his/her Folio No. or DP ID and Client ID No. The Postal Ballot Notice and Postal Ballot Form are also available on the Company's website at www.mandhanaretail.com and on the website of CDSL at www.evotingindia.com.

Any queries/ grievance pertaining to voting by Postal Ballot can be addressed to the Company Secretary at the Corporate Office address mentioned above or by sending an email at cs@mandhanaretail.com. In case of queries/grievance connected with e-voting, the Members may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com or write an email at helpdesk.evoting@cdslindia.com or contact CDSL at the toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 at the designated email id: helpdesk.evoting@cdslindia.com.

BY ORDER OF THE BOARD OF DIRECTORS
For THE MANDHANA RETAIL VENTURES LIMITED

Place : Mumbai
Date : 15th February, 2017

s/-
VIRENDRA VARMA
(COMPANY SECRETARY)

