

HEADS UP VENTURES LIMITED

(Formerly known as The Mandhana Retail Ventures Limited)

CIN: L52390MH2011PLC213349

Registered Office: Plot No. E-132, MIDC, Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

29th September, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Dear Sir/Madam,

Sub: Voting results, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), of the 12th Annual General Meeting ('AGM' / 'Meeting') of the Company held on Friday, 29th September, 2023, at 2:30 p.m. IST through Video Conference ('VC')/ Other Audio Visual Means ('OAVM')

Ref: BSE Scrip Code - 540210 & NSE Symbol - HEADSUP

Pursuant to Regulation 44 of the Listing Regulations, 2015 and in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided remote electronic voting facility (e-voting) to the Members. The e-voting process was carried out by the Company between Tuesday, 26th September, 2023 (from 9:00 a.m. IST) and Thursday, 28th September, 2023 (5:00 p.m. IST), with a cut-off date for determining the entitlement of shareholders to cast their vote, being Friday, 22nd September, 2023. The Company had also provided the facility to vote on resolutions through electronic voting system at the Meeting (Insta Poll) to the Members who participated in the Meeting and had not cast their votes through remote e-voting.

Ms. Shreya Shah, Practicing Company Secretary, was appointed as Scrutinizer for the entire voting process. The scrutinizer has submitted the consolidated report on the entire voting of the AGM.

The consolidated voting results in terms of Regulation 44 of Listing Regulations, 2015 as Annexure I and the report of scrutinizer dated 29th September, 2023 as Annexure II are enclosed herewith.

Based on the consolidated report of the scrutinizer, all the resolutions as set out in the notice of the AGM of the Company have been duly approved by the Members with requisite majority.

Kindly take the above on your records and oblige.

Yours faithfully,
for **HEADS UP VENTURES LIMITED**

SANGEETA MANDHANA
Managing Director
DIN 06934972

Encl.: As above.

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Annexure I

VOTING RESULTS OF THE 12TH AGM (Pursuant to Regulation 44 of Listing Regulations, 2015)

Date of AGM/EGM:	29 th September, 2023
Total number of Shareholders on record date (cut-off date for reckoning the voting rights of the shareholders) i.e. close of the business hours on Friday, 22 nd September, 2023:	20,965
No. of shareholders present in the Meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable (N.A.)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	46 16 30

Home

Validate

Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2023 and the Reports of the Directors and Auditors thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7324641	7165027	97.8209	7165027	0	100.0000	0.0000
	Poll		150090	2.0491	150090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7324641	7315117	99.8700	7315117	0	100.0000	0.0000
Public- Institutions	E-Voting	93126	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	93126	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14664842	677139	4.6174	677009	130	99.9808	0.0192
	Poll		131035	0.8935	131035	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14664842	808174	5.5110	808044	130	99.9839	0.0161
Total		22082609	8123291	36.7859	8123161	130	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home

Validate

Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

re-appointment of Mrs. Sangeeta M. Mandhana, (DIN: 06934972) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offered herself for re-appointment.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7324641	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7324641	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	93126	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	93126	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14664842	677140	4.6174	668508	8632	98.7252	1.2748
	Poll		131035	0.8935	131035	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14664842	808175	5.5110	799543	8632	98.9319	1.0681
Total		22082609	808175	3.6598	799543	8632	98.9319	1.0681
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Home

Validate

Resolution (3)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Mr. Roshan Ravindra More (DIN: 10286680) as Non Executive Independent Director of the Company for a period of 5 (Five) consecutive years.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7324641	7165027	97.8209	7165027	0	100.0000	0.0000
	Poll		150090	2.0491	150090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7324641	7315117	99.8700	7315117	0	100.0000	0.0000
Public- Institutions	E-Voting	93126	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	93126	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	14664842	677141	4.6174	677008	133	99.9804	0.0196
	Poll		131035	0.8935	131035	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14664842	808176	5.5110	808043	133	99.9835	0.0165
Total		22082609	8123293	36.7859	8123160	133	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

SHREYA SHAH
Practicing Company Secretary

To,

The Chairman,

of 12th Annual General Meeting ("AGM") of the Equity Shareholders of **Heads UP Ventures Limited** held on Friday, 29th September, 2023 at 2:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rules framed thereunder and e-Voting at the 12th Annual General Meeting ("AGM") of Heads UP Ventures Limited ("Company")

1. I, Shreya Shah, Practicing Company Secretary, had been appointed by the Board of Directors of **Heads UP Ventures Limited** ("the 'Company'") for the purpose of scrutinizing the:
 - i. Remote e-Voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended; and
 - ii. e-Voting at the 12th AGM by the equity shareholders

in respect of the resolutions contained in the notice of 12th AGM of the Equity Shareholders ("AGM Notice") of the Company held on Friday, 29th September, 2023 at 2.30 p.m. through VC / OAVM.
2. The AGM notice, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode on 4th September, 2023 to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with MCA Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.
3. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules framed thereunder; (ii) MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-Voting on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the e-Voting systems.
4. My responsibility as a Scrutinizer for the e-Voting process (i.e. remote e-Voting and e-Voting at AGM) is restricted to ensure that the e-Voting process are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by Link Intime India Private Limited, ("Link Intime") the Agency engaged by the Company to provide e-Voting and documents furnished to me electronically by the Company and/or Agency for my verification.



B 107, Shivram Apartment, Above Allahabad Bank, Ramchandra Lane, Malad West, Mumbai 400064
 M: 9925433351 E-mail: csshreyahshah@gmail.com

SHREYA SHAH
Practicing Company Secretary

Cut-Off

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Friday, 22nd September, 2023 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the AGM Notice) and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-Voting and e-Voting process at the AGM:

- (i) The remote e-Voting period remained open from Tuesday, 26th September, 2023 at 9:00 A.M. IST and ended on Thursday, 28th September, 2023 at 5:00 P.M. IST.
- (ii) The Company had also provided e-Voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
- (iii) After the closure of e-Voting at the AGM on Friday, 29th September, 2023, the report on e-Voting done at the meeting and the votes cast under remote e-Voting facility were unblocked and were counted.
- (iv) Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of Link Intime, i.e., instavote.linkintime.co.in. Based on the report generated by Link Intime, data regarding the remote e-Voting and e-Voting at the meeting was scrutinized and reviewed.
7. I now submit herewith my Consolidated Scrutinizer's Report on the results of remote e-Voting and e-Voting at the AGM in respect of the said resolutions as under:

Item No. 1: Adoption of Financial Statement for the financial year ended 31st March, 2023 and Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	82	7842036	13	281125	95	8123161	99.9984
Dissent	2	130	-	-	2	130	0.0016
Total	84	7842166	13	281125	97	8123291	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-



SHREYA SHAH
Practicing Company Secretary

Item No. 2: Appointment of Mrs. Sangeeta M. Mandhana, (DIN: 06934972) who retires by rotation and being eligible, offers herself for re-appointment

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	64	668508	12	131035	76	799543	98.9319
Dissent	4	8632	-	-	4	8632	1.0681
Total	68	677140	12	131035	80	808175	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 3: Appointment of Mr. Roshan Ravindra More as Non- Executive Independent Director of the Company for a Period of 5 (Five) Consecutive Years, with effect from date of allotment of DIN

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	81	7842035	13	281125	94	8123160	99.9984
Dissent	3	133	-	-	3	133	0.0016
Total	84	7842168	13	281125	97	8123293	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

8. The relevant records relating to remote e-Voting and e-Voting at AGM shall remain in my safe custody until the Chairman of the AGM, consider, approve and signs the minutes of the 12th AGM and the same shall thereafter be handed over to the Chairman or any other person authorized by him for safe keeping.



SHREYA SHAH
Practicing Company Secretary

9. This report has been issued at the request of the Company for (i) submission to Stock Exchange and (ii) to be placed on website of the Company. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

SHREYA
HITESH B
HAI SHAH
SHREYA SHAH
Practicing Company Secretary
ACS 39409/ CoP No.15859
UDIN: A039409E001128079
Peer Review Certificate No.: 1696/2022

Digitally signed by
SHREYA
HITESH B HAI SHAH
Date: 2023.09.29
17:38:23 +05'30'



Place: Mumbai
Date: 29th September, 2023