



**MAHESH VIDYA BHAVAN LIMITED**  
Regd. Office: 6-3-120/1, Shivrampally, Rajendranagar Mandal,  
R. R. Dist., Hyderabad - 500 052  
Phone: 7661899011 email id: mvbhschool@gmail.com  
CIN: U80101TG1994PLC017887

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## **POSTAL BALLOT NOTICE**

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

**Dear Members,**

**NOTICE** is hereby given that pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and regulations, if any, to seek the approval of the members in respect of the resolutions contained in Special Businesses as set out in this notice to be passed by way of Postal Ballot. An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended along with the Postal Ballot Form.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 6<sup>th</sup> Day of December, 2021, has appointed Govind Toshniwal, Practicing Company Secretary, having membership no. A37468 and CP No. 24333 as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents and through courier to those whose e mail ids are not registered.

In compliance with the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering facility of postal ballot to all its Members to enable them to cast their votes. Members are requested to follow the procedure as stated in the Notes and printed in the Postal Ballot Form for casting of votes.

**SPECIAL BUSINESS**

**RESOLUTION NO. 1:**

**BORROWING OF MONIES IN EXCESS OF THE PRESCRIBED LIMIT IN TERMS OF THE PROVISIONS OF SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest and non funded limits) on such terms and conditions as the Board of Directors and/or the Committee of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed 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, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the monies may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs.50,00,00,000/- (Rupees Fifty Crores only) which shall be exclusive of interest and non funded limits”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company”

**RESOLUTION NO. 2:**

**CREATION OF CHARGE/MORTGAGE/HYPOTHECATION ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS, IN TERMS OF THE PROVISIONS OF SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** the consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) in terms of Section 180(1)(a) of the Companies Act, 2013 as amended from time to time to create such charges, mortgages and hypothecations on such movable and

immovable properties, both present and future, and in such manner as the Board may deem fit to secure the borrowings of the Company together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of Agent(s)/ Trustee(s) and all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreements/debenture trust deeds or any other document entered into/to be between the Company and the Lender(s) Agent(s), Trustee(s) in respect of the said loans/borrowings/ debentures either by way of mortgage (including equitable mortgage), hypothecation, pledge, and/or lien on such terms and conditions, in such form and manner and with such ranking for priority and at such times as the Board of Directors may determine, on all or any of the properties of the Company including land, building, other fixed assets, book debts, bank deposits, shares, securities and any other assets as held presently and/or to be acquired in future and by giving guarantees, indemnities, undertakings for and on behalf of the Company."

**"RESOLVED FURTHER THAT** the total amount of Loans excluding non funded limits interest thereon, additional interest, compound interest, liquidated damages, commitment charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs 50 crores (Rupees Fifty Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company."

**RESOLUTION NO. 3:**

**APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to give Guarantee to the extent of Rs.50,00,00,000/- (Rupees Fifty Crores only) for the monies to be borrowed from time to time to be utilized for the Principal Objects of the M/s Mahesh Vidya Bhavan Trust".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company"

**RESOLUTION NO. 4:**

**APPROVAL OF THE LIMITS FOR MAKING INVESTMENTS / GIVING LOANS / PROVIDING SECURITY(IES) / GIVING GUARANTEE**

To consider and, if thought fit, to pass, 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 (including any statutory modifications or re- enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to give Loan and/or Guarantee and /or provide security in connection with a loan to any person, body corporate and / or acquire by way of subscription, purchase or otherwise. The securities of any body corporate upto an aggregate amount of Rs.50,00,00,000/- (Rupees Fifty Crores only) notwithstanding that the aggregate of the Loans or Guarantee or Securities so far given or to be given and /or the securities so far acquired or to be acquired by the Company may collectively exceed the limit prescribed under Section 186 of the Companies Act 2013”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company”

**RESOLUTION NO. 5:**

**TO ENTER INTO TRANSACTIONS WITH RELATED PARTIES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to enter into Transaction between the Company and M/s Mahesh Vidya Bhavan Trust on the terms and conditions, detailed in the explanatory statement to the resolution”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, and to settle any question, difficulty or doubt that may arise in regard or otherwise considered by the Board of Directors to be in the best interest of Company”

**For MAHESH VIDYA BHAVAN LIMITED**

Sd/-

**Umesh Kumar Rathi**  
Director  
DIN: 00631538

**Dated: 6<sup>th</sup> Dec, 2021**  
**Place: Hyderabad**

**NOTES:**

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolutions is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 6<sup>th</sup> Dec, 2021 appointed Mr. Govind Toshniwal, Practicing Company Secretary having membership no. A37468 and CP No. 24333 as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statement of beneficial ownership maintained by the Depositories, i.e., Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, the 17<sup>th</sup> Dec, 2021.
4. Postal Ballot Voting commences on 01<sup>st</sup> Jan 2022 and ends on 30<sup>th</sup> Jan 2022.
5. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final
6. Instructions relating to Postal Ballot is given overleaf of the Postal Ballot Form.

**For MAHESH VIDYA BHAVAN LIMITED**

**Sd/-**

**Umesh Kumar Rathi  
Director  
DIN: 00631538**

**Dated: 6<sup>th</sup> Dec, 2021  
Place: Hyderabad**

**ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
("ACT")**

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**ITEM NO. 1 & 2:**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

As per Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of a Public Company cannot, except, with the consent of the members of the Company Create Charge(s)/Mortgage(s)/Hypothecation(s) in order to secure such borrowings, in favour of any of the Financial Institutions / Banks /lenders / any other investing agencies and trustees for the holders of the debentures / bonds /other financial instruments etc.

The resolution subject to the approval of shareholders', for increase in Borrowing powers to ' 50 Crores (Rupees Fifty Crores only) excluding interest and non funded limits and to create charge(s) thereof, has been approved by the Board at its Meeting held on 6<sup>th</sup> Dec, 2021, in view of the increase in the business activities of the Company and to meet the Capital Expenditure requirements and to meet additional working capital requirements, it is considered desirable in the interest of the Company.

The Proposed enhancement in the borrowings of the Company from the Limits specified in Companies Act, 2013 to Rs.50 Crores (Rupees Fifty Crores Only), may, if required, be secured by way of Charge(s)/Mortgage(s)/ Hypothecation(s) in favour of any of the Financial Institutions / Banks /lenders / any other investing agencies and trustees for the holders of the debentures / bonds /other financial instruments etc

The Board of Directors of your Company commend the Special Resolution under item no. 1 & 2 as set out in the Notice for approval of the Members to borrow monies and creation of charges/mortgages on the assets of the Companies pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of Companies Act, 2013.

None of the Director(s) of the Company is / are concerned or interested in the resolution under item no. 1 & 2 as set out in the Notice except to the extent of their holding of equity shares in the Company.

**ITEM NO. 3 & 4:**

As per Section 185 and 186 of the Companies Act, 2013, approval of the members is required by way of Special Resolution to make a Loan / give guarantee or provide security in connection with any loan by Company.

The resolution subject to the approval of shareholders' is to give Guarantee to the extent of Rs.50,00,00,000/- (Rupees Fifty Crores only) for the monies to be borrowed from time to time to be utilized for the Principal Objects of the M/s Mahesh Vidya Bhavan Trust.

The Board of Directors of your Company commend the Special Resolution under item no. 3 & 4 as set out in the Notice for approval of the Members to give Guarantee pursuant to the provisions of Section 185 & 186 of Companies Act, 2013.

None of the Director(s) of the Company is / are concerned or interested in the resolution under item no. 3 & 4 as set out in the Notice except to the extent of their holding of equity shares in the Company.

**ITEM NO. 5:**

As per Section 188 of the Companies Act, 2013, approval of the members is required by way of Special Resolution to enter in to a transaction with Related Parties.

**Details of the Related Party**

Name of the Related Party	M/s Mahesh Vidya Bhavan Trust	
Name of the Director who is related	MR. HARI NARAYAN RATHI	MR. MAHAVEER LOHIYA
	MR. RAJKUMAR MALPANI	MR. DHANRAJ SONI
	MR. VINAY RAMDAYAL SABOO	MR. RAMESH CHANDRA PARTHANI
	MR. BIJAY KUMAR MANDHANI	MR. MURALINARAYAN RATHI
	MR. UMESH KUMAR RATHI	MR. RAVI KANTH HEDA
	MR. LALCHAND BHANGDIA	MR. NANDGOPAL BHATTAD
	MRS. BHAGWATI DEVI BALDWA	MR. RAJESH KUMAR MUNDRA
Nature of Relationship	The Board of Directors of the Company are the Trustees of M/s Mahesh Vidya Bhavan Trust	
Nature, material terms, monetary value and particulars of the contract / arrangement	To offer companies land at Shivrampally Village, Ranga Reddy District as collateral security and also provide corporate guarantee for the credit facilities of Rs. 1.75 Crores being offered by HDFC Bank Ltd to Mahesh Vidhya Bhavan Trust for a period as till such loan is repaid by the Trust.	
Any other information relevant or important for the members to take decision on the proposed resolution	The Company is also borrowing from Directors and their relatives a sum of Rs. 50 lakhs to Rs. 100 Lakhs to carry our water proofing work and boundary works which has been compromised at several places due to water logging during the last monsoon season and any other issues arising, to secure the land of the company.	

The Board of Directors of your Company commend the Special Resolution under item no. 5 as set out in the Notice for approval of the Members pursuant to the provisions of Section 188 of Companies Act, 2013.

None of the Director(s) of the Company is / are concerned or interested in the resolution under item no. 5 as set out in the Notice except to the extent of their holding of equity shares in the Company.

**For MAHESH VIDYA BHAVAN LIMITED**

Sd/-

**Umesh Kumar Rathi**  
**Director**  
**DIN: 00631538**

**Dated: 6<sup>th</sup> Dec, 2021**  
**Place: Hyderabad**



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CIN: U80101TG1994PLC017887

**The last date for receipt of Postal  
Ballot is 30<sup>TH</sup> January, 2022,  
5.00 p.m. (1700 hours)**

Postal Ballot No.

**POSTAL BALLOT FORM**

1. Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)				
2. Registered address of the Sole/ First named shareholder :				
3. Registered folio No./DP ID No. / Client ID No.* (Applicable to investors holding shares in dematerialized from) :				
4. Number of shares held				
5. I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick ( ✓ ) mark at the appropriate box below.				
R. No.	Particulars	No of Shares	I/We assent to the resolution	I/We dissent to the resolution
1	Borrowing of monies in excess of the prescribed limit in terms of the provisions of section 180(1) (C) of the Companies Act, 2013.			
2	Creation of Charge/Mortgage/Hypothecation on the movable and immovable properties of the company, both present and future, in respect of borrowings, in terms of the provisions of section 180(1)(a) of the Companies Act, 2013.			
3	Approval for giving Loan or Guarantee or Providing Security in connection with loan availed by any person specified under section 185 of the Companies Act, 2013			
4	Approval of the limits for making Investments / Givind Loans / Providing Security(ies) / Giving Guarantee			
5	To enter into transactions with related parties			

Place:

Date:

Signature of the Shareholder(s)



**INSTRUCTIONS:**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)
2. The Board of Directors of the Company appointed Mr. Govind Toshniwal, Practicing Company Secretary as Scrutinizer for purpose of conducting Postal Ballot Process. The self-addressed envelope bears the Name of the scrutinizer.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Incomplete and Unsigned postal Ballot Form will be rejected.
5. Postal Ballot Voting commences on 01st Jan 2022 and ends on 30th Jan 2022.
6. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours i.e., 5:00 P.M of 30<sup>th</sup> January, 2022. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item no. 6 above.
11. The Postal Ballot shall not be exercised by a Proxy.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.