

Where others see a wall, we see a window



CIN - L65921DL1983PLC016382

(FORMERLY KNOWN AS MEFCOM AGRO INDUSTRIES LTD)

**MINUTES OF PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT(INCLUDING E-VOTING) OF VISHVAS PROJECTS LIMITED ON FRIDAY ,8TH JULY, 2016 AT THE REGISTERED OFFICE OF THE COMPANY**

**PRESENT:**

1. Mr. Ashok Marwah	:	Whole-Time Director
2. Mr. Atul Joshi	:	Director
3. Mr. Pradeep Kumar	:	Director
4. Ms. Seema Shankar	:	Director
5. Mr. P. K. Mishra	:	Scrutinizer

Mr. Ashok Marwah, Director, and Chairman informed that, pursuant to Section 110 and other applicable provisions of Companies Act,2013("the Act"), read with Companies (Management and Administration)Rules,2014, a postal Ballot Notice dated 17.05.2016(with postal ballot form and prepaid business reply envelope), containing One Special Resolution was sent to the shareholders of the company for their assent or dissent on the following items:

1. SPECIAL RESOLUTION FOR ALTERATION OF THE OBJECTS CLAUSE AND ADOPTION OF NEW SET OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

**Resolution Required:**

**Special Resolution**

Mode of Voting:

E-Voting & Physical

Votes Cast in Favor of Resolution:

27545

Votes Cast against Resolution:

0

Total No. of shares for which votes received:

27545



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Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	No. of shares held	Mode of voting	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes in against	% of votes polled in favour	% of votes polled in against
(A) Promoter and Promoter Group	Nil	E-voting	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total A	Nil		Nil	Nil	Nil	Nil	Nil	Nil
(B) Public Institutions	400	E-voting	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total B	400		Nil	Nil	Nil	Nil	Nil	Nil
(C)	2849600	E-Voting	724	0.02	624	100	86.18	13.81
		Postal Ballot	26821	0.94	26821	Nil	100	Nil
Sub-Total C	2849600		27545	0.96	27445	100	99.63	0.36
Total	2850000		27545	0.96	27445	100	99.63	0.36

**Result: Resolution Passed As Special Resolution.**

**Note: The Company received Four (4) Ballot Papers and E-voting done by 4 Members.**

Based on the Scrutinizer Report, the Chairman announced the result of Postal ballot and also announced that the Resolution as set out in the postal Ballot Notice have been duly passed by the shareholders of the Company with requisite majority.

#### **ITEM NO.1**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re - enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to delete the existing clauses of Clause III(A)(i) and Clause III(A)(ii) of the Memorandum of Association and substitute with new clause III (A) as per following:

1. To manage and administer, own and to carry on business of the running Hospital & Research centre, clinic, nursing home, maternity centres, child welfare and family planning, arogya bhawan and ayurvedic, ayurvedic yoga and nature cure, charitable hospital, charitable clinic, diagnostic center, dental clinic, mobile clinic, ayurvedic & panch karma department, medical tourism in India or abroad.

2. To carry on the business as manufacturer, pharmaceuticals, processor, processors, producers, traders, marketing and retail trading, dealer, whole seller, retailer agents, distributors, servicing agent, consignee.





agents, commission agents, importers, exporters, researchers, packers and repackers of all kinds of pharmaceuticals, medicines, drugs (including tablets, capsules, syrups, ointment, injections) dietary, supplements, bulk drugs and chemicals, medical preparation and goods including herbal and ayurvedic medicines, homeopathic medicines, cosmetics, perfumes, soaps, food for infants, veterinary medicines and products, mineral water, surgical and pathological items and contraceptives, ayurvedic research pharmaceuticals medicines, FMCG products.

3. To carry on the activities of nursery, plantation, agriculture, horticulture and farming on any land or property of the company or upon any other property or land whether belonging to the Company or not and to act as a consultant In the field of nursery, plantation, agriculture, horticulture and farming and to export and import plants and other produce and products relating to the activities of nursery, plantation, agriculture, horticulture and farming.

4. To carry on in India or elsewhere the business as manufacturer, fabrication, processors, importers, exporters, commission agents, brokers, showroom owners, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockiest and market, promote, organize, agricultural and allied products and agriculture and farming in an advanced and technical manner.

5. To acquire by purchase or otherwise lease, concession, grant, license or otherwise lands and grow, cultivates, raise, develop, maintain, produce, manufacture, process, prepare, refine, extract, grid, bleach, buy, sale or otherwise deal in all kind of agricultural products, plantation, trees, flowers, crops, grains, oil seeds, leaves, grass, timbers, fruits, plant products, vegetables and own and manage both in India and abroad whether on own or on someone else account.

6. To erect, develop, construct, build, own, lease, transfer, hold, manage, alter, decorate, repair, improve, pull down, renovate plans and execute roads, bridge, culverts, dams, flyovers, by passes, under passes, railway track and lines, sea ports, air ports, energy resources and infrastructures, power houses, mines, lands, estates, refineries of all kinds, stadium, sports facilities and event infrastructure.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13(1) and all other applicable provisions, if applicable, of the Companies Act, 2013 read with the rules framed in this behalf, the existing clause III(B) and III(C) of Memorandum of Association be and are hereby deleted and new clause III(B) of Memorandum of Association be and is hereby inserted as per new Companies Act, 2013 as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) of the Memorandum of Association of the company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc."

THANKING YOU,

For Vishvas Projects Limited  
(Formerly known as Mefcom Agro Industries Limited)



Ashok Marwaha

Date: 08.07.2016

Place: New Delhi