

# NAPEROL INVESTMENTS LIMITED

*(formerly known as National Peroxide Limited)*

CIN : L66309MH1954PLC009254

Registered Office: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai – 400 001

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April 11, 2024

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

Kind Attn: Dept. of Corporate Services  
(Scrip Code – 500298)

Dear Sir / Madam,

**Sub: Minutes of Postal Ballot**

We are enclosing certified copy of the minutes of resolution passed through postal ballot by way of remote e-voting process on March 28, 2024. The results of postal ballot were announced and intimated vide our letter dated March 29, 2024.

Kindly take note of the above.

Thanking you,

Yours faithfully,  
For **Naperol Investments Limited**  
*(fka National Peroxide Limited)*

**Arpit Maheshwari**  
**Company Secretary**  
**ACS: 42396**

*Encl.: As above*

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## CERTIFIED COPY OF THE MINUTES OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING BY MEMBERS OF THE COMPANY ON THURSDAY, MARCH 28, 2024 AND THE RESULTS OF WHICH WAS DECLARED ON FRIDAY, MARCH 29, 2024.

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Pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard on General Meetings (“SS-2”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for time being in force) and subject to other applicable laws, rules and regulations, the Company had provided e-voting facility to its Members in respect of the business to be transacted through postal ballot as stated in the Notice dated February 7, 2024 sent through electronic mode on February 27, 2024 to the Members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on February 23, 2024 for obtaining the approval of the members of the Company (the “Members”) by voting through electronic means only (“e-voting”).

The Board of Directors of the Company (the “Board”) on February 7, 2024 had appointed M/s. Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh G. Shah and failing him Mr. Mahesh Darji and failing him Ms. Hetal Shah, as Scrutiniser, to conduct the e-voting in a fair and transparent manner and National Securities Depository Limited (“NSDL”) for providing e-voting facility to the Members of the Company to cast their votes electronically.

The e-voting commenced from Wednesday, February 28, 2024 at 9:00 A.M. IST and ended on Thursday, March 28, 2024 at 5:00 P.M. IST. The e-voting module was disabled by NSDL for voting thereafter.

After due scrutiny of all postal ballot e-voting received upto 5:00 P.M. (IST) on, March 28, 2024, the Scrutiniser submitted their report on March 29, 2024. The extract of the report is given below:

### Resolution No. 1: Alteration of Object Clause in the Memorandum of Association of the Company (Special Resolution).

Particulars	No. of Members voted	Number of shares held	% of total number of votes cast
Voted in favour of the resolution	149	4073365	99.96%
Voted against the resolution	14	1621	00.04%
Invalid / Abstain Votes	-	-	-

Correspondence to be addressed to:

Head Office : The Island City Center (ICC), G.D. Ambekar Marg, Dadar (East), Mumbai – 400 014

Telephone : 022-61010515 / E-mail : [secretarial@naperol.com](mailto:secretarial@naperol.com) / website: [www.naperolinvestments.com](http://www.naperolinvestments.com)

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The summary of the voting results is as under:

Category	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	4066659	4061409	99.8709	4061409	0	100.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
Public Institutions	682	0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	1679659	13577	0.8083	11956	1621	88.0607	11.9393
		0	0.0000	0	0	0.0000	0.0000
		0	0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>5747000</b>	<b>4074986</b>	<b>70.9063</b>	<b>4073365</b>	<b>1621</b>	<b>99.9602</b>	<b>0.0398</b>

Based on the report of the Scrutiniser, out of the total votes cast, 99.96% of the votes were in favour of the resolution. The Chairman declared the results of Postal Ballot on March 29, 2024. The special resolution was approved with requisite majority and was deemed to have been passed on March 28, 2024 (being the last date specified in the Notice for receipt of votes through the e-voting process). The results of the Postal Ballot/E-voting have been placed on the website of the Company and informed to BSE Limited.

The resolution duly approved by the Members is as under:

## **Resolution No. 1: Alteration of Object Clause in the Memorandum of Association of the Company (Special Resolution).**

“RESOLVED THAT pursuant to the provisions of Sections 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals, permission and consents as may be required, the Memorandum of Association of the Company be and is hereby altered in the following manner:

- The following sub-clauses be inserted as sub-clauses (iv) to (v) after the sub-clause (iii) under Clause III of the Memorandum of Association and the remaining existing sub-clauses (iv) to (xxxix) be renumbered accordingly as (vi) to (xxxxi):

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- (iv). To carry on the business of construction of roads, bridges, tunnels, warehouses, setting up of various infrastructural facilities for village, town / city developments and to carry on the business of builders and developers, contractors, dealers in and manufacturers of prefabricated and precast houses, buildings, and erections and materials, tools, implements, machinery and metalware and to exchange, sell, convey, lease, assign, or grant any lease or leases of any land or lands and to carry on any other business that is customarily, usually and conveniently carried on in connection therewith or incidental thereto.
  
- (v). To undertake, transact, carry on and promote any business, commercial or otherwise, to act as distributors, promoters, service providers, factors, agents middleman, representatives, importers & exporters, distributors, logistics, contract man, representing and indenting agents on commission and/ or allowances as may be deemed fit in all kinds of goods, materials, commodities, services, infrastructure, logistics, merchandise, etc.

RESOLVED FURTHER THAT any of the Director and/or Manager and/or the Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

**(CHAIRMAN)**

**Certified True Copy**

**Arpit Maheshwari  
Company Secretary**

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