



**7NR RETAIL LIMITED**  
**(Formerly known as 7NR Retail Private Limited)**

**CIN:** L52320GJ2012PLC073076

**Regd. Office:** B-308 Titanium Heights, Nr. Vodafone House Corporate Road Prahladnagar,  
Makarba Ahmedabad- 380015.

**Website:**www.7nrretailtd.in;**Phone:**079-29708299;**E-mail:** info@7nrretailtd.in

**POSTAL BALLOT NOTICE**

**[Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of Companies  
(Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the being in force) and pursuant to other applicable laws, rules and regulations, that the resolution appended below is proposed to be passed by the Members through Postal Ballot/remote electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reason thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Pooja Gwalani, Practising Company Secretary, Ahmedabad, as the Scrutinizer for conducting the postal ballot process including e-voting process in fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 PM on Thursday 16<sup>th</sup> May, 2019, to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the concerned Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under section "Voting through Electronic Means."References to postal Ballot (s) in this postal ballot notice include votes received electronically.

In the event if the proposed resolution as set out in the Notice is assented by the requisite majority as per the provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) then the proposed resolution shall be deemed to have been passed on the last date of receipt of the postal Ballot forms as mentioned above.

The Scrutinizer will submit their report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results shall be declared on Friday 17<sup>th</sup> May, 2019 on or before 5.00 PM. at the Registered Office of the Company and will be communicated to the Stock Exchanges, and will also be displayed on the Company's website: [www.7nrretaild.in](http://www.7nrretaild.in).

**RESOLUTION PROPOSED TO BE PASSED BY POSTAL BALLOT IS AS FOLLOWS:**

**ITEM NO. 1 - MIGRATION FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED.**

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

**“RESOLVED THAT** in pursuance of Chapter IX of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI(LODR) Regulations, 2015 and applicable provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA from time to time), which shall include any Statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the members of the Company be and is hereby accorded for migration of the Company's shares presently listed at SME platform of BSE Ltd to Main Board of BSE Ltd as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.

**RESOLVED FURTHER THAT** any director and/or Company Secretary of the Company be and are hereby authorized jointly and /or severally to do all acts, things and deeds as and when necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the said resolution.”

**ITEM NO 2. REMUNERATION TO MRS. RIDDHI SHAH (DIN: 05197462) AS AN NON-EXECUTIVE AND NON- INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESERVED THAT** in accordance with applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 and provisions of section 197, 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), (including any Statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of the articles of association and on recommendations of nomination and remuneration committee, consent of the members be and is hereby accorded to pay annual remuneration upto Rs. 6 Lakh to Mrs. Riddhi Pinal Shah ,Non- Executive Non- Independent Director of the Company.

**RESOLVED FURTHER THAT** any Director(s) or Company Secretary of the Company be and is hereby authorized jointly or severally to do all such acts, deeds, matters and things as may be

necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company.”

**Place: Ahmedabad**  
**Date: 12<sup>th</sup> April, 2019**

**By order of the Board of Directors**  
**For, 7NR RETAIL LIMITED**

**Sd/-**

**Reg. off:**  
**B-308 Titanium Heights**  
**Nr. Vodafone House Corporate Road**  
**Makarba, Prahladnagar**  
**Ahmedabad-380015**

**Pinal Shah**  
**Managing Director**  
**DIN: 05197449**

**Notes:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. In terms of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) the item of business as set out in the notice is sought to be passed by postal ballot.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited / RTA as on 12<sup>th</sup> April, 2019 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants.
4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 PM) on Thursday 16<sup>th</sup> May, 2019. However, envelopes containing (postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 PM) Thursday 16<sup>th</sup> May, 2019, it will be considered that no reply from the Member has been received.
5. A person who is not a member as on Cut-off date (i.e. 12<sup>th</sup> April, 2019) and has received the notice shall treat the notice for information purpose only.
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday 12<sup>th</sup> April, 2019 (Cut—off date) will be considered for the purpose of voting.
7. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.

8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate form, he or she may send an e-mail to the Company at [info@7nrretailtd.in](mailto:info@7nrretailtd.in). The Company shall forward the same along with Postage-Prepaid self-addressed Business Reply Envelope to the Member.
9. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) Gujarati newspaper, each having wide circulation in Gujarat, where the registered office of the Company is situated.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Friday, 17<sup>th</sup> May, 2019 at the Registered office and the result along with Scrutinizer "report will also be displayed on the website of the Company [www.7nrretailtd.in](http://www.7nrretailtd.in) besides being communicated to the Stock Exchanges.
12. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal ballot forms (i.e. on Thursday 16<sup>th</sup> May, 2019) if assented by the members as per the provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time).
13. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
14. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
15. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
16. Any query/grievances relating to the postal ballot process may be addressed to Ms. Shaili Mehta (Company Secretary and Compliance Officer).

Her Contact details are:

E-mail: [info@7nrretailtd.in](mailto:info@7nrretailtd.in)

Ph No. 079-29708299

Address: B-308, Titanium Heights, Nr. Vodafone House Corporate Road, Prahladnagar Makarba, Ahmedabad-380015.

17. Instructions for Voting:

#### **Voting through Physical Postal Ballot Form**

- (i) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.
- (ii) The Postal Ballot Form, duly completed and signed by the member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizers at B- 103, Prathmesh Residency, Opp Maruti Bunglows, Near Parth Bunglows, Ahmedabad382350, Tel: 8128079245, so as to reach before the close of working hours on Thursday, 16<sup>th</sup> May, 2019 by 5.00 pm. Any Postal

Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

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## Voting through Electronic Means

### Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

7NR Retail Limited is in the trading of Readymade Garments. The equity shares of the Company are listed on SME Platform of BSE Limited. As per SEBI (ICDR) Regulations, 2018 (as amended from time to time) the Company having the Paid- up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

The company was listed on 18<sup>th</sup> July, 2017 on SME platform of BSE, presently the paid up Capital of the Company is Rs.10,47,45,000/.

The Board of Directors-of the Company are of the view that the migration of the Company to Main Board of BSE Limited will, enhance the recognition of the Company, increase the participation from the retail investors and improve the liquidity for the shareholders.

Therefore the Company proposes for migration from SME platform of BSE Limited to Main Board of BSE Limited as and when it becomes eligible for migration.

In View of the above, your Directors recommend to pass the proposed Resolution with or without modification as a Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **ITEM NO. 2**

Mrs. Riddhi Shah is Non-Executive Non-Independent Director and one of the Core - promoter of the Company. Her contribution towards the growth of the Company is inseparable and the Board of Directors on the recommendation of nomination and remuneration committee of the Company has decided to give her remuneration upto Rs. 6 Lakh towards her effort and advice given to the Company which proves to be profitable for the Company.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Members approval is therefore sought for the remuneration to be paid to Mrs. Riddhi Pinal Shah upto Rs. 6 Lakh for the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020.

In View of the above, your Directors recommend to pass the proposed Resolution with or without modification as a Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) except Mr. Pinal Shah, Managing Director of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

**Place: Ahmedabad**  
**Date: 12<sup>th</sup> April, 2019**

**By order of the Board of Directors**  
**For, 7NR RETAIL LIMITED**

**Sd/-**

**Reg. off:**  
**B-308 Titanium Heights**  
**Nr. Vodafone House Corporate Road**  
**Makarba, Prahladnagar**  
**Ahmedabad-380015**

**Pinal Shah**  
**Managing Director**  
**DIN: 05197449**

**7NR RETAIL LIMITED****(Formerly known as 7NR Retail Private Limited)****CIN:** L52320GJ2012PLC073076**Regd. Office:** B-308 Titanium Heights, Nr. Vodafone House Corporate Road Prahladnagar,  
Makarba Ahmedabad- 380015.**Website:**www.7nrretailtd.in;**Phone:**079-29708299;**E-mail:** info@7nrretailtd.in**Postal Ballot Form**

Serial No. \_\_\_\_\_

Sr. No.	Particulars	Details
1	Name and Registered address of the Sole/First Shareholder (In block letters)	
2	Name(s) of the Joint Member(s), if any	
3	Registered folio No. /*DP ID No. /Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity Shares held	

I/We, hereby exercise my/ our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot, for the business stated in Postal Ballot Notice, by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) at the appropriate Box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Migration from SME platform of BSE Limited to Main Board of BSE limited.			
2.	Remuneration to Mrs Riddhi Shah(DIN:05197462) Non Executive Non Independent Director.			

Date:

Place:

Signature of Shareholder/Authorised Signatory

**E-VOTING PARTICULARS**

EVSN (E Voting Sequence Number)	USER ID	PASSWORD/PIN

Notes:

1. Kindly read the instruction printed overleaf before filing the form.
2. Please return the duly filled and /signed Postal Ballot form in the envelope enclosed herewith.
3. In case of authorized representative of a Body Corporate, Certified true copy of the relevant authorisation Viz. Board Resolution/Power of Attorney should be sent along with the Postal Ballot Form.
4. Last date of Postal Ballot forms by Scrutinizer is Thursday 16<sup>th</sup> May, 2019.

**Note: Please read carefully the instructions printed overleaf before exercising your vote.**

**General Instructions:**

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached pre—paid self—addressed business envelope on or before 5.00 PM. on Thursday 16<sup>th</sup> May, 2019. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted if received on or before the , mentioned date and time.
2. Voting Period commences on Wednesday 17<sup>th</sup> April, 2019 at 09.00 AM. and will end on Thursday 16<sup>th</sup> May, 2019 at 5.00. PM.
3. Consent to the proposed resolution shall be accorded by making (√) mark in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (√) in the column 'I / we dissent to the resolution'.
4. The self-addressed prepaid postage business envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
5. 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. If a Member signs the Postal Ballot Form through an attorney, certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. 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 the Board Resolution/ Authorization together with specimen signature(s) of the duly authorized signatories.
7. There will be one Postal Ballot Form for every Folio / Client ID / DP ID irrespective of the number of joint holders.
8. The Postal Ballot shall not be exercised by a Proxy.
9. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. **Duly Completed Postal Ballot Forms should reach the Company on or before (05.00 P.M) on Thursday 16<sup>th</sup> May, 2019. All Postal Ballot Forms received after the stated date and time will be strictly treated as if the reply from the concerned Shareholder(s) has not been received.**
12. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the cut— off date i.e. Friday 12<sup>th</sup> April, 2019.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed postage prepaid business envelope as all the postal ballots will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Company is pleased to offer e-Voting Facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot form.

**INSTANCES UNDER WHICH THE POSTAL BALLOT FORMS SHALL BE TREATED AS INVALID OR REJECTED:**

A form other than one issued by the company has been used;

- a) It has not been signed by or on behalf of the Member;
- b) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository/RTA;
- c) It is not possible to determine without any doubt the assent or dissent of the Member;
- d) Neither assent nor dissent is mentioned;
- e) Any competent authority has given directions in writing to the company to freeze the voting Rights of the Member;
- f) The envelope containing the Postal Ballot Form is received after the last date prescribed;
- g) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.