



MONARCH
NETWORK CAPITAL

—wealthcare redefined

29th June, 2020

To,
The Manager – CRD
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Scrip Code No. 511551

Sub.: Intimation of Postal Ballot/ cut-off date

With regards to the captioned subject matter, this is to inform you that the Board of Director's of the Company in its meeting held today i.e. 29th June, 2020 which commenced at 02.30 p.m. and concluded at 05.40 p.m., inter-alia, have approved Postal Ballot Notice along with Explanatory Statement seeking approval of shareholders of the company as set out in the notice attached for reclassification of shares of certain promoters from promoter to public category as permitted under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and appointed M/s. VKM & Associates as Scrutinizer for Postal Ballot (E-voting) process under section 110 of the Companies Act, 2013.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send the Notice of Postal Ballot in electronic form only to those shareholders whose Email Ids were registered with the depositories as on 26th June, 2020, being the cut-off date. No hard copy of this Notice along with postal ballot forms and pre-paid business envelope will be sent to the members for this postal ballot.

However, the Company has given an option to the members whose e-mail ids are not registered, to submit their e-mail as a part of temporarily registration process which is included in the notice.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, enclosed herewith the Postal Ballot Notice seeking approval of the members of the Company. The copy of the said Postal Ballot Notice has been uploaded on the website of the Company viz. www.mnclgroup.com.

Kindly take the above on your record.

Thanking You,

Yours Faithfully,

For Monarch Network Capital Limited

Rupali Verma
Company Secretary & Compliance Officer
Membership No. A42923



MONARCH NETWORTH CAPITAL LIMITED

CIN: L65920MH1993PLC075393

Regd. Office: Office No. 901/902, 9th Floor, Atlanta Centre, Opp. Udyog Bhawan, Sonawala Road, Goregaon (East), Mumbai – 400 063.

Tel.: 022 – 3064 1600, **Fax:** 022 – 2685 0257,

E-mail: cs@mnclgroup.com, **Website:** www.mnclgroup.com

POSTAL BALLOT NOTICE

To,
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable laws and regulations to transact the following Special Business by the Members of Monarch Network Capital Limited (“the Company”) by passing the Resolution appended below, through Postal Ballot (voting by electronic means). The Explanatory Statement under Section 102(1) of the Act, setting out the material facts and reasons for the proposed Resolution is also appended herewith and is being sent along with Postal Ballot Form for your consideration.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to September 30, 2020, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Board of Directors of the Company have appointed M/s. VKM & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the voting process through Postal Ballot (e- voting) in accordance with the law and in a fair and transparent manner.

The Company, in compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, has provided the Members facility to cast vote by way of e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company. The e-voting facility is available at the link www.evoting.nsdl.com. Please carefully read and follow the instructions on e-voting printed in the Notice. The e-voting period shall commence from Monday, July 6, 2020, at 09:00 a.m. and conclude on Tuesday, August 4, 2020, at 05:00 p.m. The e-voting facility shall be disabled by NSDL thereafter.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot (e-voting) provided by NSDL in a fair and transparent manner. The result of the Postal Ballot will be declared on Wednesday, August 5, 2020 and will be communicated to the BSE Limited (BSE) and further will be posted on the Company's website www.mnclgroup.com.

POSTAL BALLOT - SHAREHOLDERS' PROPOSED RESOLUTIONS:

1. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

Name of the Shareholders	No of Shares held	% of the paid up capital
Mr. Suresh P Jain	21,61,138	6.96
Ms. Kanta Suresh Jain	28	0.00
Mr. Raj Nathmal Bhandari	802	0.00
TOTAL	21,61,968	6.96

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
- The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the Directors or Company Secretary be submitted to the concerned authorities and they be requested to act upon the same."

**By Order of the Board of Directors
For Monarch Network Capital Limited**

**Sd/-
Rupali Verma
Company Secretary & Compliance Officer
Membership No. A42923**

**Place: Mumbai
Date: 29th June, 2020**

NOTES:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Ordinary Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. Explanatory Statement stating the material facts and reasons for the proposed Resolution No. 1, pursuant to Section 102(1) of the Act is annexed herewith.
3. The Notice of Postal Ballot is being electronically sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 26th June, 2020 and who have registered their email addresses with the company and/or Depositories.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on 26th June, 2020. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on 26th June, 2020, will be entitled to cast their votes by Postal Ballot (e-voting). A person who is not a member as on 26th June, 2020, should treat this Notice for information purpose only.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, Bank has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, **Skyline Financial Services Private Limited**, by clicking the link: <http://www.skylinerta.com/EmailReg.php>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to info@skylinerta.com.

6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of NSDL as the agency to provide the remote e-voting facility.
7. The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai (COP No. 4279) as Scrutinizer for conducting the Postal Ballot (e-voting) in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before Wednesday, 5th August, 2020 shall be displayed on the Company's website (www.mnclgroup.com) and communicated to BSE Limited where the shares of the Company are listed, NSDL and Registrar and Share Transfer Agent.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

INSTRUCTIONS FOR E-VOTING:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below :

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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 are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 to 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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.

Details on Step 2 is given below:

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 clicking 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 company for which you wish to cast your vote.
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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ykmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

Regulation 31A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group persons pursuant to Regulations, 31A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

Name of the Shareholders	No of Shares held	% of the paid up capital
Mr. Suresh P Jain	21,61,138	6.96
Ms. Kanta Suresh Jain	28	0.00
Mr. Raj Nathmal Bhandari	802	0.00
TOTAL	21,61,968	6.96

The aforesaid shareholders are related to each other and are leading their lives and occupations independently and are not connected, directly or indirectly whatsoever with any activity of the Company.

The above referred shareholders do not directly or indirectly exercise control, over the affairs and decision making process of the Company. They are also not holding any post of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also the Promoters have no interest in the profession/ business being carried on by these Applicants.

In View of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 14th February, 2020, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

None of the concerned persons acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert is 6.96% of the total share capital of the Company.

Further as per rule 19A of the Securities Contracts (Regulations) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with minimum public shareholding requirement.

Your Directors recommend the passing of the resolution as an Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

**By Order of the Board of Directors
For Monarch Network Capital Limited**

**Sd/-
Rupali Verma
Company Secretary & Compliance Officer
Membership No. A42923**

**Place: Mumbai
Date: 29th June, 2020**