MOULIN COMMERCIAL LIMITED

CIN - L74899DL1982PLC067811
Registered office: 1, Anand Gram, Aya Nagar, Mehrauli, Gurgaon Road, New Delhi -110047
Email: info@vinylgroup.com Telephone: 91-124-4301035 www.moulin.co.in

To,

The Shareholders,

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021.

Dear Member(s),

Notice is hereby given that pursuant to section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s), or re-enactment(s) thereof for the time being in force and as may be enacted thereafter (the "**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as may be re-enacted hereafter ("**SEBI Delisting Regulations**") and the SEBI (LODR) Regulations, 2015 as amended and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and pursuant to the Initial Public Announcement dated 28th November, 2023, issued by M/s. Intelligent Money Managers Private Limited, Manager to the Delisting Offer, for and on behalf of Mr. Ashish Gupta, Promoter of the Company (Acquirer) and the resolution passed by the Board of Directors of the Company at its meeting held on 8th December, 2023, to consider and if found fit, to pass the following resolution as a Special Resolution through postal ballot or, alternatively, through the e-voting facility offered by the Company in this regard.

The proposed Special Resolution and the Explanatory Statement pertaining thereto setting out all the material facts concerning the resolution and the reasons thereof along with a Postal Ballot Form are appended below for the consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

RESOLUTION

ITEM NO. 1: VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a "Special Resolution" by postal ballot:

"RESOLVED THAT subject to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules framed thereunder), the Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered with The Calcutta Stock Exchange Limited (**"CSE"**), The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or any amendment(s) or modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including Securities and Exchange Board of India, CSE, etc. while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"**) or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from The Calcutta Stock Exchange Limited, i.e., the only stock exchange where the shares of the Company are presently listed.

RESOLVED FURTHER THAT the Board of Directors / persons authorized by the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things which they may consider proper and desirable to give effect to the aforesaid resolution, including making applications to the CSE seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited."

By Order of the Board

For Moulin Commercial Limited

Ashish Gupta

Managing Director

DIN: 00115090

Place: New Delhi

Date: 08.12.2023

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of the business specified above and reasons for the proposed Special Resolution is annexed hereto along with the Postal Ballot Form for your consideration.

2. In accordance with Regulation 11 of the Delisting Regulations read with Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the item of business set out in the Notice is required to be passed through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot, with an additional option of remote e-voting.

3. The Board of Directors at their meeting held on 8th December, 2023 have appointed Mr. Vivek Gupta, Practicing Chartered Accountant (CP No.: 303408) as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.

4. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on Friday, 8th day of December, 2023 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

5. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members as on the cut-off date, i.e., Friday, 8th day of December, 2023.

6. In accordance with the provisions of Section 110 of the Companies Act, 2013 and the postal ballot rules, notice of the postal ballot may be served on the members through courier. Members who have registered their e-mail ids with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post or courier. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the link **www.moulin.co.in** or seek duplicate Postal Ballot Form from the registered office of the Company, fill in the relevant details and send it to the Scrutinizer.

7. A Postal Ballot Form and a self-addressed pre-paid postage envelope are attached to this Notice. The self-addressed pre-paid postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the shareholder.

8. The date of dispatch of the notice of postal ballot will be announced through advertisements in atleast 1 (one) English newspaper and 1 (one) Hindi newspaper, each with wide circulation in Delhi, where the Registered Office of the Company is situated.

9. The Shareholders are requested to carefully read the instructions and the notes and either: a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the scrutinizer on or before 17th January, 2024.

10. The Postal Ballot Notice shall be uploaded on the Company's website viz., **www.moulin.co.in** and on the website of NSDL viz., www.evoting.nsdl.com.

11. The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on 19th January, 2024 at the registered office of the company at **1, ANAND GRAM, AYA NAGAR, MEHRAULI, GURGAON ROAD, NEW DELHI 110 047, DELHI, INDIA** the day on which the results of the Postal Ballot are announced by the Company would be the date on which the Special Resolution is passed. The result of the Postal Ballot shall be communicated to the Stock Exchange, announced through newspaper advertisement and hosted on the website of the company viz., **www.moulin.co.in.**

12. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.

13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

14. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working day, except Sunday between 11:00 A.M. and 3:00 P.M. upto the date of announcement of the results of the Postal Ballot.

15. Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.

16. **THE INSTRUCTIONS FOR MEMBERS FOR E–VOTING ARE AS UNDER:**

1. In accordance with Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered into by the Company with the stock exchanges on which its equity shares are listed and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provideelectronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL toprovide remote e-voting facility.

2. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date, i.e., 8th December, 2023.

3. The procedure and instructions for voting through electronic means are as under:-

A. <u>In case of Members receiving the Postal Ballot Form by E-mail:</u>

(i) Open e-mail and open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on "Shareholder – Login".

(iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login".

(v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It

is strongly recommended not to share yourpassword with any other person and take utmost care to keepyour password confidential.

(vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles". Select "EVEN" (Electronic Voting Event Number) of **Moulin Commercial Limited**.

(vii) Now you are ready for e-Voting as "Cast Vote" page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) Once you have voted on the resolution, you will not be allowed to modify your vote.

B. In case of Members receiving Postal Ballot Form by Post:

(i) User ID and initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps which are furnished on the reverse of the postal ballot form.

C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

D. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com.

E. The period for e-voting starts from 09:00 a.m. on Tuesday, the 19th December, 2023 and shall end at 5:00 p.m. on Wednesday, the 17th January, 2024. E-voting shall be disabled by NSDL at 5:00 p.m. on Wednesday, the 17th January, 2024.

4. Other Instructions:

i. The e-voting period begins at 09:00 a.m. on Tuesday, the 19th December, 2023 and shall end at 5:00 p.m. on Wednesday, the 17th January, 2024. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 8th December, 2023

may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

ii. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.

iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 08.12.2023.

iv. Mr. Vivek Gupta, Practising Chartered Accountant (CP No.: 303408) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

v. The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against if any, forthwith to the Board of Directors of the Company.The results shall be declared not later than the close of working hours on Friday, the 19th January, 2024 at the registered office of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website **www.moulin.co.in** and on the website of NSDL viz., **www.evoting.nsdl.com** and communicated to Calcutta Stock Exchange Limited. The date of declaration of the results will be treated as the date of passing of the special resolution.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The equity shares of **Moulin Commercial Limited ("MCL")** are presently listed on the Calcutta Stock Exchange Limited ("CSE"). There has been no trading in the equity shares of the Company in CSE for the last several years. Further, the Promoters/Promoter Group of the Company collectively hold 3,76,600 equity shares of MCL (representing 65.72% of the paid-up equity share capital of MCL) and the balance 1,96,400 equity shares are held by the public shareholders (representing 34.28% of the paid-up equity share capital of MCL).

Since Trading platform is not available in CSE, no purpose is served in continuing the listing of our shares with the stock exchange. The Company can also save the cost and time for compliance with various provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

In this respect, the Promoters/Promoter Group have expressed their interest to the Board of Directors of MCL to make a voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2021.

In terms of Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 read with the provisions of the Companies Act, 2013 and rules made thereunder, the delisting proposal requires the prior approval of the shareholders by way of a special resolution passed through postal ballot / e-voting. Further, as per Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021, the special resolution passed by the shareholders shall be acted upon if and only if the votes cast by public shareholders in favour of the delisting proposal amount to atleast two times the number of votes cast by public shareholders against it.

Accordingly, the approval of the shareholders is being sought by passing a Special Resolution for delisting of the Company's equity shares from the Calcutta Stock Exchange Limited in

accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Your Directors recommend the Special Resolution for approval of the shareholders. None of the Directors of the Company, the Key Managerial Personnel and their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates in the Company.

By Order of the Board

For Moulin Commercial Limited



Ashish Gupta

Managing Director

DIN: 00115090

Place: New Delhi

Date: 08.12.2023

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Serial No.

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

1. Name and address of Shareholder(s) of the Sole/first named Shareholder (in block letters) :
2. Name(s) of Joint Holder(s), if any (in block letters) :
3. Registered Folio No.* :
   (*Applicable to Shareholders holding Shares In physical form)
4. DP ID No & Client ID No. ** :
   (**Applicable to Shareholders holding Shares In dematerialized form)
5. Number of Shares held :
6. I/We hereby exercise my/our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 8th December, 2023 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (✓) in the appropriate box below:

Description of the Resolution	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021 for the voluntary delisting of the equity shares of the Company from the Calcutta stock exchanges where the shares of the company are listed			

Place:

Date: **(Signature of the Member)**

NOTE: Kindly read the instructions printed overleaf before filling the form.

ELECTONIC VOTING PARTICULARS

EVEN (e-voting event number)	USER ID	PASSWORD

Please read the instructions given at Note No. 16 of the Notice of Postal Ballot carefully before voting electronically.

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INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this PostalBallot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited inperson or sent by courier at the expenses of the Member will also be accepted.

2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tickmark (✓) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.

3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

4. The Postal ballot vote shall not be exercised by a proxy.

5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

6. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

7. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.

8. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self-addressed postage paid envelope, so as to reach the Scrutinizer Mr. Vivek Gupta, Practicing Chartered Accountant, 19, Ram Mohan Saha Lane, Kolkata- 700 006 on or before 17:00 hours of Wednesday, the 17th January, 2024. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.

9. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.

10. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.

11. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.

12. A member can download the postal ballot form from the Company's website or by emailing on **info@vinylgroup.com** seek duplicate postal ballot form from the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.

13. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on 08.12.2023.

14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

15. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

16. The Company is pleased to offer e-voting facility as an alternate option, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated under Notes to the Postal Ballot Notice.

17. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to Moulin Commercial Limited, Ashish Gupta, 1, Anand Gram, Aya Nagar, Mehrauli, Gurgaon Road, New Delhi 110 047, Delhi, India, Telephone No: - 01244232222 and Email id: **info@vinylgroup.com**.