

# **SAANVI ADVISORS LIMITED**

*(Formerly known as Saptharishi Finance Limited)*

Regd. Office: No. 33/47G, Gandhi Mandapam Road, Kotturpuram, Chennai - 600085, Tamil Nadu

CIN: L74140TN1981PLC009110

Email: saptharishifin@gmail.com

Ph. No.: 044- 24471739

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## **NOTICE OF POSTAL BALLOT**

**Dear Member,**

### **Notice pursuant to Section 110 of the Companies Act, 2013**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the “Form”) for your consideration.

The Board of Directors has appointed Shri Ravi Kapoor, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Monday, 25<sup>th</sup> of May, 2015.

Members desiring to opt for e voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report on or before 28<sup>th</sup> May, 2015 to the Chairman/Director/ Company Secretary. A Director or the Company Secretary of the Company would announce the result of the postal ballot on Thursday, 28<sup>th</sup> day of May, 2015 at the registered office of the Company.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers along with the Scrutinizer’s report on the Company’s website [www.saptharishi.in](http://www.saptharishi.in).

**ITEM NO. 1 - To consider and if thought fit to pass with or without modification the following as a Special Resolutions: -**

**To shift the Registered Office from Chennai in the State of Tamil Nadu to Ahmedabad in the State of Gujarat and consequential amendment in Clause II of the Memorandum of Association :**

**“RESOLVED THAT** subject to the provisions of Section 12(5), 13(4), 110 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and Companies (Management and Administration) Rules, 2014 and any other provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, the Registered Office of the Company be shifted from Chennai in the State of Tamil Nadu to Ahmedabad in the State of Gujarat and consequently the Clause II of the Memorandum of Association of the Company be altered by substituting the words in the “State of Tamil Nadu”, by the words in the “State of Gujarat”, within the Jurisdiction of Registrar of Companies, Gujarat and the new clause (II) shall be read as under:

***II: “The Registered Office of the Company will be situated in the State of Gujarat”***

**“RESOLVED FURTHER THAT** upon confirmation of the Regional Director, Southern Region the Registered Office of the Company be shifted from No.33/47g, Gandhi Mandapam Road, Kotturpuram, Chennai Tamil Nadu - 600085 and be situated at “112, F. F. S No. 318/7/1, M. V. House, Opp. Hajipura Garden, Shahibaug Road, Shahibaug, Ahmedabad – 380004” in the state of Gujarat.”

**Place:** Ahmedabad  
**Date:** 31.03.2015

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SAANVI ADVISORS LIMITED  
(Formerly Known as Saptharishi Finance Limited)**

**TEJAS M. VED  
DIRECTOR  
DIN: 02446401**

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Business is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners maintained by the Depositories as on Friday, 10<sup>th</sup> April, 2015
3. The Company has appointed Mr. Ravi Kapoor, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e- voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
5. If a member has voted through e-voting facility, he/she is not required to send the physical postal Ballot Form. However, in case Members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail can seek duplicate Postal Ballot Form from Link Intime India Private Limited, Registrar & Share Transfer Agent, Unit: Saanvi Advisors Limited (Formerly Known As Saptharishi Finance Limited) , 303, Shoppers Plaza-V, Opp. Municipal Market, Off. C. G. Road, Navrangpura, Ahmedabad 380 009 fill in the details and send the same to the Scrutinizer.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Postal Ballot Form.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the Saanvi Advisors Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who will be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 26<sup>th</sup> April, 2015 9.00 a.m. and ends on 25<sup>th</sup> May, 2015 6.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10<sup>th</sup> April, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**SAANVI ADVISORS LIMITED**

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CIN: L74140TN1981PLC009110  
24471739

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**EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

**SPECIAL RESOLUTIONS:**

**ITEM No. 1:**

Presently, the Registered Office of the Company is situated in the State of Tamil Nadu. However, since the Directors and major shareholders of the Company are situated in Ahmedabad and keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing there, it is proposed to shift the registered office of the Company to the State of Gujarat.

Accordingly, your Board of Directors have proposed the shifting of the Registered office of the Company from the State of Tamil Nadu to the State of Gujarat subject to such approvals as may be required.

In accordance with the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 for shifting of the Registered Office from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in the General Meeting by way of Special Resolution and subject to the confirmation of the Regional Director/Central Government. Therefore it has become necessary to seek your consent by way of special resolution to give effect to such change.

Draft amended copy of Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours till the end of meeting.

None of the Director(s) is deemed to be interested or concerned in the proposed resolution except to the extent of their shareholding.

The Board recommends the aforesaid Special Resolution for your approval.

**Place:** Ahmedabad  
**Date:** 31.03.2015

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SAANVI ADVISORS LIMITED  
(Formerly Known as Saptharishi Finance Limited)**

**TEJAS M. VED  
DIRECTOR  
DIN: 02446401**

**SAANVI ADVISORS LIMITED***(Formerly known as Saptharishi Finance Limited)*Regd. Office: No. 33/47G, Gandhi Mandapam Road, Kotturpuram, Chennai - 600085,  
Tamil Nadu

CIN: L74140TN1981PLC009110 Email:saptharishifin@gmail.com Ph. No.: 044- 24471739

**POSTAL BALLOT FORM**

Serial No.:

1. Name & registered address of the :  
sole / first named share holder
  
2. Name(s) of the Joint :  
Shareholder(s), if any
  
3. Registered folio Number or :  
DPID No. & Client ID No.
  
4. Number of equity shares held :
  
5. I / we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice dated March 31, 2015, of Saanvi Advisors Limited (the “**Notice**”) by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by **placing the tick mark (√) at the appropriate column below.**

Description of Resolution	No. of shares held	I/we assent to the resolution	I/we dissent to the resolution
<b>Special Resolution</b> pursuant to the Section 12(5) of the Companies Act, 2013 to shift the registered office of the Company from Chennai in the state of Tamil Nadu to Ahmedabad in the State of Gujarat.			
<b>Special Resolution</b> pursuant to the Section 13 and other applicable provisions of the Companies Act, 2013 for alteration of Memorandum of Association of the Company.			

Date:

Place:

**Signature of Shareholder**

E-VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number)	*Default PAN or Sequence No.
150417002	

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

**Note:** Please read carefully the instructions before exercising the vote. Relevant instructions are given in the Notice and in this Ballot form, including last date of receipt of postal ballot form, period for evoting etc.

## **Instructions**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Registrar & Share Transfer Agent of the company.
3. 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.
4. Incomplete or Unsigned Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of the Postal Ballot Form will be final.
5. Duly completed Postal Ballot Form should reach the company not later than the close of working hours on Monday, 25<sup>th</sup> May, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
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 Board Resolutions/ appropriate authorization with the specimen signature(s) of the authorized signatory(ies), duly attested. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A member may sign the Form through an attorney appointed specially for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
8. The scrutinizer shall forward his report on the Postal Ballot to the Chairman on or before Thursday, 28<sup>th</sup> May, 2015 and the results will be declared by the Chairman on Thursday, 28<sup>th</sup> May, 2015, at the registered office of the company at 33/47G, Gandhi Mandapam Road, Kotturpuram, Chennai, Tamil Nadu. The result of the Postal Ballot will be displayed on the Notice Board at the Registered Office.
9. Members are requested not to send any other 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 be destroyed by the Scrutinizer.