

CROWN TOURS LIMITED

Registered Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, Tel. 0141-4156032
CIN: L63040RJ1989PLC004942 : Website: www.crownjaipur.org, E-mail: finance@crownjaipur.org

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of The Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of the Company to be passed as Special Resolution by way of postal ballot, only through remote voting by electronic means (“remote e-voting”).

In view of the current circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA/SEBI Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the e-Voting system. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. The Explanatory Statement pursuant to Sections 102 of the Act pertaining the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 p.m. IST on Thursday, 1st April, 2021 failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section “Instructions for voting through e-voting”.

The Board of Directors (the “Board”) has appointed Mr. Pradeep Pincha, Practicing Company Secretary (FCS 5369, CP No. 4426) as the Scrutinizer for conducting the Postal Ballot/e- Voting process in a fair and transparent manner.

The results of voting by means of Postal Ballot through E- voting shall be declared on or before 48 hours from the conclusion of e-voting process and will be displayed along with the Scrutinizer's

Report at the Registered Office of the Company, communicated to the Stock Exchange and would also be uploaded on the Company's website: www.crownjaipur.org and on the website of CDSL.

The proposed resolutions requiring consent of Members through Postal Ballot is as under:

Special Business:

ITEM NO: 1- ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 110 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Existing Clause III. A - *Main Objects* of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause(s) after the existing Clause vi and the Memorandum of Association of the company be altered in the following manner:

vii) To carry on the trade or business of service contractors and engineers in any branch of industry as also manufacturers; builders and contractors of every type and description and to own, acquire, control, manage or to lay-out, develop, erect, re-erect, construct, build, maintain, alter, modify, repair, re-model, demolish, pull down and restore either alone or jointly or in collaboration with any other or others, works of all descriptions in particular barrages, dams, sluices, locks, embankments, quarries breakwaters, docks, quays, harbours, pixels, wharves, wells, canals, tanks, bridges, aqueducts, reservoirs, irrigation, reclamation, improvement, river works of all kinds, railways, waterways, waterworks, roads, bridges, warehouses, offices, telephonic and telegraphic works, factories, mills, engines, steel plant, machinery and equipment of every descriptions, gas pipe line, gas works drainage and sewerage works of every description in and outside the union of India.

viii) To carry on the trade or business of consultants, technicians, service contractors and engineers in any branch of industry, including mining, metallurgical, chemical, electrical, sanitary, water works, industrial, civil, mechanical and structural and to supply and furnish pursuant to such contractual or other arrangements as may be entered into professional, technical, sales and other services in and outside the union of India to any person, firm or corporation in connection with the setting up, establishment, working and operation of any industry and for all or any of the purposes aforesaid.

ix) To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments, serviced plots, constructions of residential and commercial premises including business centres and offices, securing lands, private or Government for formation and development of town ships, and to deal in and act as agents for lands, buildings, factories, houses, flats and other residential and commercial plots ,and construct/maintain and alter residential, commercial, industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof.

x) To carry on the business of any or all the objects of the company by way of entering into an agreement with the Central Government or a State Government or a local authority or any other statutory body on build-Operate-Transfer (BOT) or on Build-Own-Operate-Transfer (BOOT) basis, Build-own-Lease-Transfer (BOLT) scheme wherein the company will provide the necessary and crucial components of infrastructure system, own them for a stipulated period and may or may not

maintain or operate the same. Also the company will lease the asset of all or necessary and crucial components of the Infrastructure for maintenance and operation and shall ultimately transfer to the Government bodies or authorities.

xi) To manufacture, produce, refine, process, formulate, mix or prepare, enrich, mine, import or otherwise acquire, own, hold, use, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of metals, agricultural chemicals, fertilisers, manures, their bye-products, mixtures, formulations, intermediates, derivatives and compounds, heavy chemicals, petrochemicals, fine chemicals and any and all classes and kinds of inorganic and organic chemicals, source materials, intermediates, ingredients, mixtures, derivatives and compounds thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the preparation, formulation, mixtures or production of which any of the foregoing is used or required.

“RESOLVED FURTHER THAT Mr. Bharat Raj Bhandari, Managing Director (DIN 00131015) and Mr. Kamlesh Bhandari, Whole Time Director (DIN 00131113) be and are hereby severally authorized to make necessary changes in clause III A of Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

ITEM NO: 2 SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF RAJASTHAN TO STATE OF MAHARASHTRA.

To consider, and, if thought fit, to pass the following resolution as **Special Resolution**

“RESOLVED THAT subject to the provisions of Section 12, 13, 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Rajasthan to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted by the following:

II. The Registered office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from Opposite Rajputana Sheraton Hotel, Palace Road, Jaipur, Rajasthan -302006 situated under the jurisdiction of the Registrar of Companies, Rajasthan to Shop No. 10, Plot No. 22, Dolphin, Sector-13, New Panvel East, Navi, Mumbai-410206 situated under the jurisdiction of Registrar of Companies, Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be

imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or

proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion, without requiring the Board to secure any further consent or approval of the members of the Company; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company.”

Place: Jaipur
Date: 02.03.2021

By order of the Board
For Crown Tours Limited

Poonam Jain
(Company Secretary)
Mem. No.:-A44093

NOTES:

1. The statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith and forms part of the notice.
2. As per Section 110 and other applicable provision of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19, Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs ('MCA Circulars'), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the MCA Circulars, this Postal Ballot notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut off date i.e. Friday, February 26, 2021. A person who is not a member as on cut off date should treat this Postal Ballot Notice for information purpose only.

It is however, clarified that all members of the Company as on the Cut off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with the Registrar or the Company giving reference of their Folio Number. The Postal Ballot Notice is also available on the Company's website www.crownjaipur.org in and at the respective websites of Stock Exchanges and also on the website of the Central Depository Services (India) Limited (CDSL).

4. Members whose names appear on the Register of Members/List of Beneficial Owners as on 26th February, 2021 shall be entitled to avail the facility of remote e-voting
5. The Board of Directors of the Company has appointed Mr. Pradeep Pincha, Practicing Company Secretary (FCS 5369, CP No. 4426), as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
6. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the items of business set out in the attached Notice are proposed to be passed by postal ballot. The Members can opt for only e-voting. The procedure for e-voting is attached
7. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
8. In case of shareholders who have not registered their email address, it is likely to state that, on account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and 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. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered

or contact RTA viz. Link Intime Private Limited or the company on email id i.e. finance@crownjaipur.org

9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 26th February, 2021. A person who is not a Member on the relevant date should treat this Notice for information purpose only. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link www.evotingindia.com. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.
11. The Scrutinizer will submit his 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 or before 48 hours from the conclusion of e-voting process and the same will also be displayed on the website of the Company www.crownjaipur.org.in besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
12. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly passed on 1st April, 2021 i.e. the last date of e-voting.
13. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.crownjaipur.org.in to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.
14. For shareholders opting for e-voting, the process and manner of e-voting will be as follows:
The e-voting period commences from 09.00 A.M. on Wednesday, 3rd March, 2021 and ends at 05.00 P.M. on Thursday, 1st April, 2021 during this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 26th February, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The information and instructions for shareholders for e-voting are as under:

- (i) The voting period begins on 09.00 A.M. on Wednesday, 3rd March, 2021 and ends at 05.00 P.M. on Thursday, 1st April, 2021. 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) i.e. 26th February, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should logon to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID

- a. ForCDSL:16 digits beneficiary ID,
 - b. ForNSDL:8 Character DPID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company ,then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digital 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"> • shareholders 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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(v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘PasswordCreation’ menu where 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the AppStore and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to logon to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case of any grievances pertaining to the E-voting facility, the members may visit FAQ's section available at CDSL's website at <https://www.evotingindia.co.in> or contact the company at Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, telephone no : 0141-4156030-32, E-mail – finance@crownejipur.org, Contact Person: Poonam Jain, Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

ITEM NO: 1- ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has to consider from time to time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company, which is presently restricted in scope, required to be modified as to cover a wide range of activities to enable your company to consider embarking upon new projects and activities. Your directors have been considering various proposals for diversifying the company activities into activities like developing infrastructure and construction activities.

Pursuant to the provisions of section 13 all other applicable provisions if any, of the Act, read with applicable Rules and Regulations made there under (including any statutory modification(s) or enactment(s) thereof for the time being in force, alteration of the Object clause of MOA of the Company requires the approval of the members by means of a Special Resolution through postal ballot.

Copy of the existing MOA & AOA indicating the proposed amendments and other allied documents, if any being referred in the document will be allowed for inspection for members, free of cost, at the Registered Office of the Company on all working days (Monday to Friday), up to last day of voting through postal ballot / E-voting.

The Board at its meeting held on 2nd March 2021 has approved alteration in Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot / E-voting.

The Board recommends adoption of the resolution set out in Resolution No. 1 of the accompanying Notice as a special resolution

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any

ITEM NO: 2-SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF RAJASTHAN TO STATE OF MAHARASHTRA.

The Company was incorporated in State of Rajasthan to carry on the business activities as set out in Clause III (A) of the Memorandum of Association of the Company.

For administrative and operational convenience, it is proposed to shift the registered office of the Company, which is currently situated at Opposite Rajputana Sheraton Hotel, Palace Road, Jaipur, Rajasthan -302006 situated under the jurisdiction of the Registrar of Companies, Rajasthan to Shop No. 10, Plot No. 22, Dolphin, Sector-13, New Panvel East, Navi, Mumbai-410206, situated under the jurisdiction of Registrar of Companies, Maharashtra.

The shifting of Registered Office from the State of Rajasthan to the State of Maharashtra would be in the interest of the Company, shareholders and all concerned parties and will not be

detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

In terms of provisions of the Companies Act, 2013, the amendment in situation clause of Memorandum of Association requires the approval of the members by passing special resolution.

Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members on all working days (Monday to Friday), up to last day of voting through postal ballot / E-voting..

Therefore, the Board of Directors in the interest of company recommends the special resolution before members for their approval. After passing the Special Resolution, the Company will submit necessary application to the Regional Director, North Western Region

None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

Place: Jaipur
Date: 02.03.2021

By order of the Board
For Crown Tours Limited

Poonam Jain
(Company Secretary)
Mem. No.:- A44093