

Nexus Commodities and Technologies Limited

CIN - L52599MH1992PLC328367

Regd. Office: 111, B/2, Ostwal Ornate, Jesal Park, Bhayander (East), Thane - 401105,

Email: nexuscomm92@gmail.com Tel. No. +91 8433598185

Website: www.nexusmed.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and other applicable laws, rules and regulation, if any, Nexus Commodities and Technologies Limited (the "Company") is seeking the approval of the Members by way of Special Resolution, for the matter as considered in the resolution appended below, through postal ballot i.e., voting by electronic means ("e-voting").

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notifications issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide their General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, (the 'MCA Circulars') and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company will send Postal Ballot Notice 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 only take place through the e-voting system.

In compliance with the requirements of the MCA Circulars, 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 and shareholders are required to communicate their assent or dissent through the e-voting system only.

An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, setting out the material facts and the reasons for the resolutions, is appended herewith for your consideration.

The Company is offering facility of e-voting to all its Shareholders to enable them to cast their votes electronically instead of Postal ballot Forms. Shareholders are requested to follow the procedure as stated in the Notes which forms a part of Notice.

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The Company has appointed Mr. Narottam Bagaria, Practicing Company Secretary (FCS - 5443, CP - 4361), Partner of M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman, upon the completion of voting through e-voting platform, and the results will be announced on 17th July, 2020 at the Registered Office of the Company. The said result will be displayed at the notice board at the Registered Office of the Company and will be uploaded on the Company's website www.nexusmed.co.in. The said results will also be intimated to BSE Limited.

SPECIAL BUSINESS:

1. Alteration of the Main Object Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being force), and the rules framed there under, consent of the members of the Company be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company by substituting/replacing the following sub-clauses 1, 2, 3 and 4 in place of all the existing sub-clauses of Clause III. A. of the Memorandum of Association of the Company:

1. To carry on the business as manufactures, producers, growers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, whole sellers, distributors, concessionaires or dealers of drugs, medicines, chemicals, spirits, mixtures, tonics, pigments, powders, tablets, pills, capsules, injections, oils, compounds, mother tincture preparations, globules, creams, scents, soaps, lotions, toilet goods and all kinds of pharmaceutical, cosmetic and medical preparations required or used in homeopathic, allopathic, ayurvedic, unani, biochemic or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, juices, squash, sharbat, nourishment foods and concentrates, bandages, cotton, gauge, crutches and various types of anatomical orthopedic or surgical instruments, implets or stores and books, journals and publications and all sorts of storage or packing material connected with or required for any or more of the above mentioned items and products.

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2. To import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic, and dietary supplement products, medicinal preparations, vaccines, chemicals, chemicals products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs. hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
3. To act in India or elsewhere, independently or through a network of franchises, the business of promotion, designing, establishing, running, managing, constructing, maintaining, organizing, owning, subsidizing, investing, in medical tourism center's by facilitating medical relief to the public in all branches of medical treatment such as Allopathy, Ayurveda, Homeopathy, Naturopathy, Chinese oriental treatment and other alternative medical facilities/ schemes by partnering with multi-specialty hospitals, private hospitals, Government hospitals, clinics, alternate treatment centers, Medicare facilities for a commission/ remuneration from the partnering entity or client.
4. To provide marketing and consultation services such as organizing Medical campus, Exhibition participations, seminars, promotional activities on behalf of partnering hospitals Clinics, alternate treatment Centre's, multispecialty hospitals, private hospitals, Government Hospitals, Medicare facilities and health care clinics, to establish, invest, run, promote medical educational institutes, schools, medical technical institutes for training medical tourism programs, retirement tourism programs, health care programs, medicines, nursing, physical medicine, rehabilitation medicine, pharmacy and called medical administration and to hold exhibitions, seminars, meetings, lectures and classes and to publish distribute Newspapers, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Company.

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RESOLVED FURTHER THAT Mr. Ram Swaroop Joshi (holding DIN 07184085), Mr. Rupesh Roongta (holding DIN 02576510), Director of the Company and/or Ms. Monika Choudhary, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **Change of Name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 of the Companies Act, 2013 read with Rule 9 and 29 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Central Government and any other regulatory authorities, Stock Exchange, as may be necessary, consent of the members of the Company be and is hereby accorded for change in the name of the Company from Nexus Commodities and Technologies Limited to Nexus Surgical and Medicare Limited or such other name as may be made available by Registrar of Companies, Ministry of Corporate Affairs and agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT the existing name of the Company wherever appearing in the Memorandum of Association and Articles of Association of the Company be substituted with the new name of the Company upon receipt of the fresh certificate of incorporation consequent to change in name by the Registrar of Companies.

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Registered Office:

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Bhayander (East),
Thane - 401 105.

For and on behalf of the Board

sd/-

Ram Swaroop Joshi

DIN: 07184085

Chairman

Place: Thane

Date: 9th June, 2020

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and the reasons for the proposed special businesses is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution as set out in the Postal Ballot Notice is being determined by means of e-voting system only as provided by the Company.
3. Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from the Registrar and Transfer Agent i.e. Purva Sharegistry (India) Pvt. Ltd. as on Record Date/ Cut-off Date i.e. 5th June, 2020.

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4. Notice of Postal Ballot is being sent via Electronic Mode (e-mail) to the Members whose e-mail IDs are made available to us by the Depository Participants and Company's Registrar and Transfer Agent.
5. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto the Company is pleased to provide to its members facility to exercise their rights to vote on resolutions proposed to be passed by way of electronic means ("e-voting"). The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
6. In terms of the General Circular No. 14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by e-voting. As the e-voting does not require a person to attend to a meeting physically, the Shareholders are strongly advised to use the e-voting procedure by themselves and not through any other person/ proxies.
7. Members can cast their vote online from June 16, 2020 (09:00 am onwards) till July 15, 2020 (upto 05:00 pm) as the e-voting module shall be disabled for voting by CDSL thereafter. No voting shall be allowed beyond 05:00 pm on July 15, 2020. During this period, the Shareholders of the Company holding shares either in physical form or dematerialized form as on 5th June, 2020 (cut-off date) may cast their vote electronically. Once vote on the Resolution is cast by the Shareholder, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. Resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Shareholders. The Resolution, if passed by requisite majority, will be deemed to be passed on the date for declaring the result and outcome of e-Voting of postal ballot i.e. 17th July, 2020.
9. The Board of Directors of the Company has appointed Mr. Narottam Bagaria, Practicing Company Secretary (FCS - 5443, CP - 4361), Partner of M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting E-voting process in a fair and transparent manner.

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10. The Scrutinizer shall prepare the Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through e-Voting. The results of the Postal Ballot will be announced on 17th July, 2020. The result of the Postal Ballot will be posted on the Company's website and shall also be communicated to the Stock Exchanges where the Company's shares are listed. The Company will also display the results of Postal Ballot at its Registered Office.

11. **Voting through electronic means:**

(i) The voting period begins on <June 16, 2020 (09.00 a.m.)> and ends on <July 15, 2020 (5.00 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 <June 5, 2020>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" module.

(iv) 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.

(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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

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	<ul style="list-style-type: none">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 last 8 digits of the demat account/sequence number in the PAN field.
Dividend Bank Detail 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then reach directly 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.
- (x) For shareholders 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 <NEXUS COMMODITIES AND TECHNOLOGIES LIMITED> 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.

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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nexuscomm92@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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Explanatory Statement under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

Item No. 1:

The Board of Directors of the Company has decided to start new business activities more particularly described in the clauses 1, 2, 3 and 4 of the proposed main object of the Company. To enable the Company to commence the new business activities, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed alterations in the main object clause of the memorandum of association of the company requires the Company to obtain necessary approval of the members by way of Special Resolution.

The Board recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

Copy of the existing memorandum of association, copy indicating the proposed amendments in the memorandum of association and other allied documents, if any, being referred in this resolution, would be available for inspection by the members at the Registered Office of the Company.

None of the Directors or Key Managerial Persons of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

Item No. 2:

With a view to ensure that the name of the Company adequately reflects the business activities of the Company, it is proposed to change the name of the Company from Nexus Commodities and Technologies Limited to Nexus Surgical and Medicare Limited or any other name as may be approved by the Registrar of Companies, Ministry of Corporate Affairs.

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In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed change of name of the company and consequential alterations in the Memorandum and Articles of Association of the Company requires the Company to obtain necessary approval of the members by way of Special Resolution.

The Board recommends the Resolution as set out at Item No. 2 for approval of the members as Special Resolution.

Copy of the existing memorandum and articles of association, copy indicating the proposed amendments in the memorandum and articles of association and other allied documents, if any, being referred in this resolution, would be available for inspection by the members at the Registered Office of the Company.

None of the Directors or Key Managerial Persons of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

Registered Office:

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Place: Thane

Date: 9th June, 2020

For and on behalf of the Board

sd/-

Ram Swaroop Joshi

DIN: 07184085

Chairman