

REAL NEWS & VIEWS LIMITED

(Formerly known as Real Realty Management Company Limited)

CIN: L74110GJ1993PLC019930

Reg. Office: 4th Floor, "KARM" Corporate House, Opp. Vikramnagar,
Nr. New York Timber Mart, Ambli Bopal Road, Ahmedabad - 380059, Gujarat.

Phone No. : 079-26936006, Website: www.realnewsviews.in

E-mail ID: compliance.hillockagro@gmail.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), that the resolution appended below are proposed to be passed by the Members through Postal Ballot / Electronic Voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s, Patel & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including E-voting). The results shall be declared on 30/10/2017 and communicated to the Stock Exchanges.

The resolution(s), if approved, will be taken as passed effectively on the date of declaration of the result i.e. 30/10/2017.

RESOLUTION:

Item no. 1

INSERTION OF NEW CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded for insertion of new object in the Main Object Clause of the Memorandum of Association of the Company by inserting Clause no. III [A] (5) as under:

To carry on in India or abroad the business of manufacturing, producing, processing, fabrication, generating, accumulating, distributing, transferring, transmitting, preserving, mixing, promoting, supplying, contracting, acting as consultants of electricity, energy auditing, power generation, know how relating to power saving devices and power saving methods and means, energy conservation, energy equipment maintenance, energy management and energy saving including energy saving methods and means in power and facility management systems, power management systems required in or by engineering, electronic, pneumatic machinery, electrical, civil construction industries, hospitals, hotels, commercial complexes, domestic and agricultural purposes above and by product of the same steam energy, power, solar energy, wind energy, biomass energy, geothermal energy, hydel energy, software hardware information technology services and solution, tidal and wave energy and other conventional, non-conventional and renewable energy sources and to act as refiners, importers, exporters, buyers, sellers, retailers, assemblers, hirers, repairers, dealers, distributors, stockiests, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, collaborators of merchandising, marketing, managing, leasing, renting of electrical / power heaters, power saving devices, power saving electronic components and equipment, turn key projects and engineering devices, items, electric, engineering goods, accessories, appliances, components, wires & cables and to deal in all types of mechanical, raw material required for manufacture of LED lamps, LED street lights, Down Light Solar Panels, windmills, variable speed drives, wind ventilators & instruments, energy and power saving electronic components, bio fuel, bio oil, fuels, instruments and equipment, technical concept design, development and implementation, products and equipment for utilizing conventional, non-conventional and renewable energy sources in India and outside India including waste treatment plants of all kinds.

“RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force the title of the Part [A] and Part [B] of Clause no. III be altered by replacing the existing title as under:

[A] The objects to be pursued by the company on its incorporation are

[B] Matters which are necessary for furtherance of the objects specified in clause 3 [A] are

“RESOLVED FURTHER THAT, the Clause III (C) of the Memorandum of Association of Company having heading “Other Objects” be deleted completely and consequently there shall be no Other Objects.”

“RESOLVER FURTHER THAT, in Part [B] of Clause no. III wherever required replace the all references of the various sections of the Companies Act, 1956 with reference to the corresponding sections of the Companies Act, 2013 and make necessary changes in these regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Item no. 2

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

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

“RESOLVED THAT, pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is

hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable 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 they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, any Director be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

Place: Ahmedabad
Date: September 14, 2017

For and on behalf of the Board

Sd/-
Dharm S. Patel
Director
DIN: 07464810

Explanatory Statement as required under Section 102 (1) and 110 of the Companies Act, 2013.

Item No. 1 to the Notice:

The Company is presently engaged in the business of News Broadcasting and Real Estate activities, the Company has experience in the current field of operations. The Company wishes to expand its presence in Energy Management & their products, by-products and other related services. The business activities mentioned above can be conveniently carried on with the existing business of the Company.

The Board of Directors of the Company has determined to attain new altitude in business field and to achieve further escalation. To accomplish the set goals, they have decided to commence the new activity of Energy Management & their products, by-products and other related services by inserting Clause no. III [A] (5) as new object to the main objects in the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to insert above mentioned clauses of the Company and thus your approval is sought for the same.

Further in order to comply with section 4 of the Act, it is proposed to alter Memorandum of Association of the Company by deleting all objects mentioned in Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry other objects. In Part [B] of Clause III, the references of the Companies Act, 1956 are proposed to be replaced with the corresponding sections of the Companies Act, 2013 and make other changes in the objects wherever required in this regard.

Accordingly, Resolution is submitted to the members for the consideration and approval of members.

A copy of the proposed set of new Memorandum of Association of the Company (MOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11:00 a.m. to 6:00 p.m.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

Item No. 2 to the Notice:

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1993. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors had decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company (AOA) would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11:00 a.m. to 6:00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

**By order of the Board
For, Real News & Views Limited**

Sd/-
Dharm S. Patel
Director
DIN: 07464810

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The postal ballot notice is being sent to the members whose name appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 22nd September, 2017. The Postal Ballot notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic Shareholding) / the Company's Registrar and Share Transfer Agents (In case of Physical Shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear in the Register of Members/List of Beneficial Owners as on 22nd September, 2017, will be considered for the purpose of Voting.
4. 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 convened on that behalf.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 2017. The postal ballot period commences from 29th September, 2017 (9:00 A.M.) and ends on 28th October, 2017 (5:00 P.M.).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.

9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed, in the enclosed self addressed Business reply Envelope to the Scrutinizer, so that it reaches Scrutinizer not later than the close of working hours (i.e., 5:00 P.M.) on 28th October, 2017, the last date for the receipt of the completed Postal Ballot Forms. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P.M. on 28th October, 2017, it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report to the Chairman or any other director 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 30th October, 2017 at the registered office of the Company and will also be displayed on the Company's Website (www.realnewsviews.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting.

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

The 'Step by Step' procedure and instructions for casting your vote electronically are as under:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Next click on "Shareholders" tab to cast your votes.
- iii. Now, select "Real News & Views Limited" from the drop down menu and click on "SUBMIT"
- iv. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	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
Dividend Bank Details#	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.

please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or member, please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such 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. Click on the EVSN for the relevant Company (**REAL NEWS & VIEWS 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 Resolutions.
- 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 password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Shareholders and Custodians.
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of 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 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 custodian, if any, should be uploaded in PDF format in the 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
- xix. M/s. Patel & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for conducting the e-voting process.

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b. The voting period begins on 29th September, 2017 at 9:00 a.m. and will end at 5:00 p.m. on 28th October, 2017. 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 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

REAL NEWS & VIEWS LIMITED

CIN: L74110GJ1993PLC019930

Reg. Office: 4th Floor, "KARM" Corporate House, Opp. Vikramnagar,
Nr. New york Timber Mart, Ambli Bopal Road, Ahmedabad - 380059, Gujarat

Phone No. : 079-26936006, Website: www.realnewsviews.in

E-mail ID:compliance.hillockagro@gmail.com

POSTAL BALLOT FORM

1	Name and Registered Address of Sole / First named Shareholder/Member/Beneficial Owner	
2	Name of Joint holder(s), if any	
3	DP ID No. / Client ID No. / Registered Folio No.	
4	Number of Equity Shares held	
5	I/We hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 14/09/2017 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (v) at the appropriate box below:	

Sr. No.	Description of the Resolution	Number of Shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Insertion of new object of Energy Management & their products, by-products and other related services in the main object clause of the Memorandum of Association of the Company and other alteration in MOA as per the Companies Act, 2013.			
2.	Adoption of new set of AOA as per Companies Act, 2013.			

Place:

Date:

Signature of the Shareholder/Beneficial Owner

- Note:** a) Kindly read the instructions printed overleaf before filling the form.
b) Last date of receipt of Postal Ballot Forms by Scrutinizer is 28/10/2017 (5:00 p.m.)

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed and pre-paid postage envelope. The envelopes containing the Postal Ballots should reach the Scrutinizer not later than the close of working hours at 5:00 p.m. on 28/10/2017. All forms received after this date will be treated as if reply from the shareholders has not been received.
2. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 22/09/2017.
3. The self-addressed pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be completed and signed by the Sole / First named Shareholder. In the absence of the First named Shareholder in a joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the First named Shareholder and Joint Holder(s), the vote of First named Shareholder would be valid).
5. There will be One Postal Ballot Form for every Folio irrespective of the number of joint shareholder(s).
6. In case of shares held by companies, trusts etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
7. Members are requested not to send any other matter along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
8. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
9. The votes should be cast either in favour of or against by putting the (√) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both columns will render the Form incorrect and votes contained therein invalid.

To,

If undelivered please return to:
REAL NEWS & VIEWS LIMITED
CIN: L74110GJ1993PLC019930
4th Floor, "KARM" Corporate House,
Opp. Vikramnagar, Nr. Newyork Timber,
Ambli - Bopal Road, Ahmedabad - 380059.