

MERCURY METALS LIMITED

Traders in Ferrous & Non Ferrous Metals

36, Advani Market, O/s. Delhi Darwaja Gate, Shahibaug, Ahmedabad 380004, INDIA • Email : metal.mercury@gmail.com
• Phone : +91 79 26442231 • CIN NO. : L27109GJ1986PLC006770



Date: 30th April, 2022

To
BSE Ltd.
P. J. Towers
Dalal Street,
Mumbai - 400 001

Dear Sir/Mam,

Sub: Postal Ballot Notice Dated April 05, 2022
Scrip Code: 531357

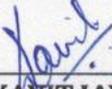
Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated April 05, 2022 being sent to the members.

The Notice seeks approval of members of Mercury Metals Limited ("Company") through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect Special Businesses as set out in the Notice.

We enclose herewith the Postal Ballot Notice.

Please take the same on your record.

Yours faithfully,
For, MERCURY METALS LIMITED



KAVITH JAYESHBHAI THAKKAR
MANAGING DIRECTOR
(DIN: 06576294)



Corporate Office: 510-511, Neptune Tower, Sarabhai campus, Race course, Vadodara, Gujarat
Email ID: Metal.mercury@gmail.com
Website: www.mercurymetals.in

MERCURY METALS LIMITED

Registered Office: 36, Advani Market O/S Delhi Gate, Shahibaug, Ahmedabad - 380004, Gujarat

Phone No.: +918320346934

Email: metal.mercury@gmail.com

CIN: L27109GJ1986PLC008770

Website: www.mercurymetals.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given to the members of **MERCURY METALS LIMITED** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("Circular") and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any other applicable laws and regulations, to transact the below mentioned proposed Special Businesses by the members of the **MERCURY METALS LIMITED** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

Considering the ongoing COVID-19 pandemic and in accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Monday, 30th May, 2022, failing which it will be considered that no reply has been received from the Member.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read

with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolutions proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Wednesday, 01st June, 2022 by 6:00 p.m. at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, Bombay Stock Exchange of India Limited (BSE) where Equity Shares of the Company are listed.

The resolutions for the purpose as stated herein below are proposed to be passed by remote e-voting:

RESOLUTION 1: TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and are hereby accorded to add new objects in the main object clause of Memorandum Association of Company in the following manner:

The following new main objects shall be added with the existing main object of the Memorandum of Association of the Company as sub-clauses 4, 5, 6 & 7 of clause III as follows:

THE MAIN OBJECT CLAUSE TO BE PURSUED BY THE COMPANY AFTER THE CHANGES ARE:

4. To export, import, buy, sell, act as agent, produce, manufacture, trade or otherwise deal in all kinds of Consumer Goods, Ayurvedic Products, Herbal Products, Medical Products, Dairy Products, Electric Vehicles, Electronic Products Including Development And Trading Of Mobile/

Computer Based Application Games and Play Station, merchandise, edible oils, coal, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing substances, Steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, bullion, Jewellery, diamond, sapphires, ruby, topaz, gem, Emerald, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, Machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods product, hydrocarbons, derivatives, Computers and Allied products and other articles goods capable of being imported, exported and traded and otherwise deals in commodities, goods articles and things through wholesale and retail market, bidding and online platform including Company website and other shopping portal and to act as a band to carry on the agency business and To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, night clubs, cabarets and swimming pools and Turkish baths and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers and manufactures of aerated mineral and artificial water and other drinks and to carry on any other trade or business whatsoever of a like and similar nature.

5. To carry on business as manufacturers, producers, importers, exporters, traders, buyers, sellers, suppliers, indenters, agents, sub-agents, jobbers, brokers, repairers, cleaners, or otherwise deal in automobiles, motor cars, lorries, vans, motor-cycles, cycle-cars, motors, scooters, and other vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all description whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animals or other power, engines, chassis, bodies, other parts and components, accessories and all machinery, implements, utensils, appliances, apparatuses, lubricants, solutions, enamels and all things capable of being used for, in, or in connection with the manufacture, maintenance and working of motors or other vehicles and other things or in the construction of any track or surface adapted for the use thereof. To carry on the business of garage keepers, showroom owners for motors and vehicles and suppliers of and dealers in petrol, electricity and other motive power for motors and other vehicles.
6. To operate efficient and safe air services within India and elsewhere for transport of passengers, mail and cargo for commercial or other purposes and to execute all modes of aerial work for this purpose acquire / or to take on lease aircraft, airships, helicopters and hovercraft. To acquire by purchase, lease, or hire or in any other manner, aircraft, hovercraft or helicopters and simulators in India or abroad, and to repair, overhaul, reconstruct, assemble or recondition the same or other ancillary machines, parts, accessories thereof and also to acquire, fabricate any parts, accessories,

instruments of aircrafts, hovercrafts or simulators or other ancillary machines.

7. To carry on the business as wholesalers, exporter, importer, traders, buyers, sellers, merchant, agents, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, consultant, advisors, manufacturer's representative, job worker, repairers and other wise to deal in all kinds, classes, size, nature and description of Industrial, Commercial, Consumer, Capital Goods, Item, Things, Articles, Commodities, Merchandise, Products weather finished, semi-finished or raw material including chemical, Engineering Goods, Equipments, Apertures, Home-Appliances, Household, Automobiles, Chemicals, Pigments, Colours, Paints and Varnishes, Electrical and electronic goods, Computer Hardware, Software, Gift Article, Toys, Readymade Garments, Fibers and Fabrics, Yam, Textile, Hosiery Goods, Foot wares, Decorative, Glass and Glass Products, Glass ware, Crockery, Beverages, Minerals, Fertilizers, Pesticides, Drugs, Medicines and Pharmaceuticals, Seeds, Food grains, Spices, Cereals, Flours, Fruits, Dry fruits, Vegetables, Herbal and Aurvedic Products, Agriculture produce and products, Milk and Dairy Products, Food products, Marine Products, Sugar and Sugar Products, Tea and Coffee, Tobacco, Cosmetics, Ceramics Products, Sanitary ware Salt, Dyes, Intermediates, Novelty, Stationery, Solvent, Lubricants, fuel additive, Stones, Marbles and Granites, Mining products, Plastic and Polymers products, Timber, Wood and Wooden article, Furniture, Petroleum product.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 2: TO CONSIDER AND APPROVE NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Memorandum of Association of the Company with new sets of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 3: TO CONSIDER AND APPROVE NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and are hereby accorded to substitute the existing Articles of Association of the Company (AOA) with new sets of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

RESOLUTION 4: TO CONSIDER AND APPROVE APPOINTMENT OF MR. KAVIT JAYESHBHAI THAKKAR AS A MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT on recommendation of nomination and remuneration committee and pursuant to the provisions of Section 161 read with Rules of Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and applicable rules framed thereunder, including any modification or re-enactment thereof for the time being in force, Mr. Kavita Jayeshbhai Thakkar (DIN: 06576294) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 02nd March, 2022 and who holds office until the date of ensuing Annual General Meeting, and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kavita Jayeshbhai Thakkar for the office of the Director of the company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination for retirement by rotation.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for Appointment of Mr. Kavita Jayeshbhai Thakkar (DIN: 06576294) as a Managing Director of the Company, for a period of 3 (Three) years with effect from 02nd March, 2022, on such terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration

mentioned in the Explanatory Statement shall be paid to Mr. Kavita Jayeshbhai Thakkar, as minimum remuneration and the same shall be subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to revise from time to time during the tenure of the appointment of Mr. Kavita Jayeshbhai Thakkar, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

RESOLUTION 5: TO CONSIDER AND APPROVE APPOINTMENT OF MR. JAYESH RAICHANDBHAI THAKKAR AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Mr. Jayesh Raichandbhai Thakkar (holding DIN 01631093), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 02nd March, 2022 and who holds office until the date of ensuing Annual General Meeting, and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Jayesh Raichandbhai Thakkar for the office of the Director of the company, be and is hereby appointed as Non-executive, Non- Independent Director of the Company whose period of office shall be liable to determination for retirement by rotation.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

RESOLUTION 6: TO CONSIDER AND APPROVE APPOINTMENT OF MR. JAYESH VIMAL CHELLANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jayesh Vimal Chellani (DIN: 08453809), who was appointed as an Additional Director of the Company with effect from 02nd March, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 02nd March, 2022."

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 7: TO CONSIDER AND APPROVE APPOINTMENT OF MR. ARVINDKUMAR BABULAL THAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvindkumar Babulal Thakkar (DIN: 09528535), who was appointed as an Additional Director of the Company with effect from 08th March, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 08th March, 2022."

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 8: TO CONSIDER AND APPROVE APPOINTMENT OF MS. MANSI ABHAY JAIN AS AN INDEPENDENT WOMEN DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Manshi Abhay Jain (DIN: 09533465), who was appointed as an Additional Director of the Company with effect from 05th April, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 05th April, 2022."

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION 9: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and are hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten crore Only) divided into 10,00,00,000 (Ten crore) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 48,00,00,000 (Rupees Forty Eight crore Only) divided into 48,00,00,000 (Forty Eight crore) Equity Shares of Re.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs. 48,00,00,000 (Rupees Forty Eight crore Only) divided into 48,00,00,000 (Forty Eight crore) Equity Shares of Re.1/- (Rupee One Only) each.

FURTHER RESOLVED THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

RESOLUTION 10: TO CONSIDER AND APPROVE CHANGE OF REGISTERED OFFICE FROM ONE CITY TO ANOTHER CITY WITHIN SAME ROC/STATE

To consider and if thought fit, to pass with or without modification the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the members be is hereby accorded to shift the registered office of the Company from “ 36, Advani Market O/S Delhi Gate, Shahibaug,Ahmedabad-380004, Gujarat” to “Vadodara” in the state of Gujarat within the jurisdiction of Registrar of Companies, Ahmedabad.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to select the place of Registered Office of the Company within the Municipal Corporation Limit of Vadodara City.

“RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorised to file the necessary forms electronically with the office of the Registrar of Companies and take suitable action for the implementation of the above said decision of the Board.”

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

KAVIT JAYESHBHAI THAKKAR

DATE: 05/04/2022

MANAGING DIRECTOR

PLACE: Vadodara

DIN: 06576294

REGISTERED OFFICE:

36, Advani Market O/S Delhi Gate,
Shahibaug, Ahmedabad-380004, Gujarat

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Vishwas Sharma proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its members. Detailed instructions on E-voting are given as under.
4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant

("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e., Friday, 22nd April, 2022 will receive the Notice through electronic mode only.

5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at www.mercurymetals.in.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Kavita Thakkar, Managing Director of the Company at the Corporate Office of the Company at 510-511, Neptune Tower, Sarabhai campus, Race course, Vadodara, Gujarat or by sending an e-mail at metal.mercury@gmail.com.
9. The procedure and instructions for members for voting electronically are as under:
 - (i) The voting period begins on Sunday, 01st May, 2022 at 09.00 a.m. and ends on Monday, 30th May, 2022 at 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 of Friday, 22nd April, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders shall log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders/Members" tab.
 - (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	<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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter. 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.
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"> 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members 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 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 <MERCURY METALS 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.

(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 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-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.

(xix) 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 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 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 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.

(xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny of the Postal Ballot Forms and e-voting, and the results of the voting by Postal Ballot will be announced on Wednesday, 01st June, 2022 on or before 6.00 p.m..

(xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mercurymetals.in and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

(xxiii) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Monday, 30th May, 2022.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

Name of Director	KAVIT JAYESHBHAI THAKKAR	JAYESH RAICHANDBHAI THAKKAR	JAYESH VIMAL CHELLANI	ARVINDKUMAR BABULAL THAKKAR	MANSHI ABHAY JAIN
Age /Date of Birth	17/07/1993	01/06/1964	16/03/1996	08/04/1972	23/02/1998
Date of Appointment	02/03/2022	02/03/2022	02/03/2022	08/03/2022	05/04/2022
Qualification and experience in specific functional area	<p>Mr. Kavit Jayeshbhai Thakkar is a management graduate in “Innovation & Entrepreneurship” from Symbiosis Institute of Business Management, Pune. He has worked with well-known companies like TIE and a co-founder of Lifeliner Generic Drug Store Chain. His core area of expertise is in innovation and entrepreneurship since many year. He was also part of startup of Kavit Group “Kavit Edible Oil” during 2017-2019.</p> <p>During the early days of his own startup of Lifeliner Generic Drug Store Chain, he has employed certain Growth Hacking Techniques to promote the Store and Built Business Strategy and Go-To Market Strategy for launching in the market.</p> <p>Mr. Kavit Thakkar, mainly known for his expertise in innovation in the field of technology. He is closely monitoring baroda based project management of one of the leading software company since 2017.</p>	<p>Mr. Jayesh Raichandbhai Thakkar have passionately adhered to the objective of making only world-class products and started the business with three pillars - Quality, Research and Integration on which they have successfully build the business empire with various vertical integration. Mr. Jayesh Raichand Thakkar is very well known and enthusiastic entrepreneur from Vadodara, Gujarat. Under his dynamic and able chairmanship, his Group of Industries has established itself as a very well-known business group in and around Vadodara [Gujarat] since 1995. Under his leadership, this organization has registered its name in “LIMCA BOOK of Records”.</p>	<p>Mr. Jayesh Vimal Chellani is a management graduate from United Kingdom. He possesses 3-4 years of experience in the field of International business.</p>	<p>Mr. Arvindkumar Thakkar is an entrepreneur and running his own business with more than 30 years of experience. He has very good command in finance.</p>	<p>Ms. Manshi Abhay Jain has done graduation in BCom. from Vikram University, Madhyapradesh. She has vast knowledge in accounts and has worked with well-known multinational companies. She also has experience of networking and as relationship manager. Looking to her experience she will give good input as an Independent Director.</p>
Directorship held in other companies*	He is an additional Director in Pacific Finstock Limited.	He is a Managing Director in Evexia Lifecare Limited. He was an additional Director in Pacific Finstock Limited till 15/04/2019.	NIL	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	He is a member of Audit Committee in Pacific Finstock Limited	He is a chairman of Risk Management Committee in Evexia Lifecare Limited.	NIL	NIL	NIL
Relationships between directors inter se	Mr. Kavit Jayeshbhai Thakkar is son of Mr. Jayeshbhai Raychandbhai Thakkar one of the Director of the Company.	Mr. Jayeshbhai Raychandbhai Thakkar is father of Mr. Kavit Jayeshbhai Thakkar, Managing Director of the Company.	Mr. Jayesh Vimal Chellani is not related to any Director or KMP and Promoters of the company.	Mr. Arvindkumar Thakkar is not related to any Director or KMP and Promoters of the company.	Ms. Manshi Jain is not related to any Director or KMP and Promoters of the company.
Shareholding, if any in the Company.	Mr. Kavit Jayeshbhai Thakkar is promoter of the Company and holding 38,33,364 equity shares of the Company.	Mr. Jayeshbhai Raychandbhai Thakkar is not holding any equity shares of the Company as on date.	Mr. Jayesh Vimal Chellani is not holding any equity shares of the Company as on date.	Mr. Arvindkumar Thakkar is not holding any equity shares of the Company as on date.	Ms. Manshi Jain is not holding any equity shares of the Company as on date.

*Pvt. Companies excluded

BY ORDER OF THE BOARD OF DIRECTORS

SD/-

KAVIT JAYESHBHAI THAKKAR

MANAGING DIRECTOR

DIN: 06576294

DATE: 05/04/2022

PLACE: Vadodara

REGISTERED OFFICE:

36, Advani Market O/S Delhi Gate, Shahibaug, Ahmedabad-380004, Gujarat

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1: TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive after the conclusion of open offer of company and to include new activities to be undertaken by Company as main object as mentioned in the resolution above, it is proposed to add new objects in the main object clause of the Memorandum of Association of the Company. Therefore, there is need to alter the present objects mentioned in Main Object Clause III of MOA by adding of new sub-clauses as 4, 5, 6 & 7 in the main object Clause of the Memorandum of Association of the Company.

The principal business of the Company at present is of all types of ferrous and nonferrous metal scraps, alloys, anodes and castings including Aluminium, Brass, Zinc, Copper, tin, lead and nickel and business of recovery of metals from all kinds of scraps, wastes and residue industrial or otherwise either of metals or having metallic content in any free or compound form. However, after conclusion of open offer and change in management of the company the new Board feels that Company should also commence different business operations by undertaking activities in new sectors as stated in the above resolution for the growth and expansion of its business.

To enable the Company to commence the aforesaid new business, 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 which would be subject to the approval of Members. The Board has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 1 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act. The Alteration of Memorandum of Association (MOA) is necessary to bring the existing Memorandum of Association (MOA) in line with the new Companies Act, 2013.

According to the new Act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore, it is important to alter and adopt the new set of Memorandum of Association (MOA) as per the

Companies Act, 2013. The new set of Memorandum of Association (MOA) is based on Table-A of the Companies Act, 2013.

A Copy of the proposed set of new Memorandum of Associations (MOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 2 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 3: TO CONSIDER AND APPROVE NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013:

The existing Articles of Association (AOA) is based on the erstwhile Companies Act. The Alteration of Articles of Association (AOA) is necessary to bring the existing Articles of Association (AOA) in line with the new Companies Act, 2013.

With the coming into force of the new Act, several regulations of the existing Articles of Association (AOA) of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing Articles of Association (AOA) by a set of new Articles.

The new Articles of Association (AOA) to be substituted in place of existing Articles of Association (AOA) are based on Table-F of the Companies Act, 2013 which sets out the model of Articles of Association (AOA) for a Company limited by shares.

A Copy of the proposed set of new Articles of Association (AOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 3 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 4: TO CONSIDER AND APPROVE APPOINTMENT OF MR. KAVIT JAYESHBHAI THAKKAR AS A MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Kavit Jayeshbhai Thakkar as an Additional Executive Director of the Company with effect from March 02, 2022. In terms of the provisions of Section 161(1) of the

Act, Mr. Kavith Jayeshbhai Thakkar would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Kavith Jayeshbhai Thakkar for the office of Director of the Company. Mr. Kavith Jayeshbhai Thakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board has also appointed Mr. Kavith Jayeshbhai Thakkar as Managing Director of the Company, subject to necessary approvals. Under his leadership the Company would be able to reach the enhanced position and will enhance the value of the Company many-folds. He will be mainly responsible for Corporate Planning and Management of the Company. He has worked with well known companies like TIE and a cofounder of Lifeline Generic Drug Store Chain. His core area of expertise is in innovation and entrepreneurship. Considering several aspects, and on the recommendation of the Nomination and Remuneration committee, the Board of Directors has considered it appropriate and advisable to appoint him as a Managing Director for a period of three years with effect from March 02, 2022 on the below mentioned terms and conditions.

I. SALARY:

Upto Rs. 5,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

II. PERQUISITES:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i. Medical Re-imburement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.
- iii. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- iv. Personal Accident Insurance/Group Life Insurance: Premium not to exceed Rs.7200/- per annum.
- v. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- vi. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- vii. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition,

the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

- viii. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

III. DUTIES:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time. The headquarter of the Managing Director shall be at Vadodara or at such place as the Board of Directors may decided from time to time.

IV. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing may resign from his office by giving 90 days' Notice to the Company.

V. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VI. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mr. Kavith Jayeshbhai Thakkar.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or

re-enactments thereof for the time being in force), and Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable w.e.f. April 01, 2019 the appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of Special resolution and hence necessary resolution has been proposed for your approval. The Board of Directors is of the view that the services of Mr. Kavit Jayeshbhai Thakkar will be of immense value and will be in the interest of the Company. Your Directors therefore recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Mr. Kavit Jayeshbhai Thakkar, being an appointee, Mr. Jayesh Raichandbhai Thakkar, Director of the Company being relatives, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. General Information:

1. Nature of Industry: Metal Industry
2. Date of commencement of Commercial production: The Company is already in existence and it started its activities since 1986.
3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: N.A.
4. Financial performance based on given indicators:

[Amount in Rs.]

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Turnover	11,805,438	62,327
Profit Before Tax	(879,926)	(1,345,569)
Profit After Tax	(879,926)	(1,293,569)

5. Foreign investments or collaborations, if any: N.A.

B. Information about the appointee:

1. Background details: Mr. Kavit Jayeshbhai Thakkar a management graduate in "Innovation & Entrepreneurship" from Symbiosis Institute of Business Management, Pune. He is having experience of working in various Industries and has handled diversified work and is mainly known for his expertise in innovation in the field of technology.

Mr. Kavit Jayeshbhai Thakkar would have immense contribution in the growth of the Company.

2. Past Remuneration: NA
3. Recognition and awards: Nil.

4. Job profile and his suitability: Mr. Kavit Jayeshbhai Thakkar will be responsible for overall in-charge of the business and day to day administration of the Company. He would be mainly involved in the corporate planning of the Company, policy decisions, formulations of strategies and other related matters.
5. Remuneration proposed: Upto Rs. 5,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to him is commensurate with the remuneration paid to similar appointee in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Except for the proposed remuneration Mr. Kavit Jayeshbhai Thakkar does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company except Mr. Jayesh Raichandbhai Thakkar Director (DIN: 01631093), Director of the company is father of Mr. Kavit Jayeshbhai Thakkar and except to the extent of his Shareholding in the Company.

C. Other information:

The Company is engaged in the business of trade in all types of ferrous and nonferrous metal scraps, alloys, anodes and castings. The Company is exploring the available business opportunities and accordingly proposed to do addition of some new line of business activities in its main object of Memorandum of Association and hopeful to for good financials in coming years.

Brief profile of Mr. Kavit Jayeshbhai Thakkar (DIN: 06576294) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Kavit Jayeshbhai Thakkar (DIN: 06576294) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Kavit Jayeshbhai Thakkar himself and Mr. Jayesh Raichandbhai Thakkar, who is relative of Mr. Kavit Jayeshbhai Thakkar, no other Directors or key managerial personnel of the company and their relatives are concerned or interested in the said Resolution except to the extent of their shareholding.

The Board commends the passing of the resolution set out at Item No. 4 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 5: TO CONSIDER AND APPROVE APPOINTMENT OF MR. JAYESH RAICHANDBHAI THAKKAR AS A DIRECTOR OF THE COMPANY

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Jayesh Raichandbhai Thakkar as an Additional Non- Executive Non-Independent Director of the Company with effect from March 02, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Jayesh Raichandbhai Thakkar would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Jayesh Raichandbhai Thakkar for the office of Director of the Company. Mr. Jayesh Raichandbhai Thakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Jayesh Raichandbhai Thakkar is aged about 57 years. He have passionately adhered to the objective of making only world-class products and started the business with three pillars - Quality, Research and Integration on which they have successfully build the business empire with various vertical integration. Mr. Jayesh Raichand Thakkar is very well known and enthusiastic entrepreneur from Vadodara, Gujarat. Under his dynamic and able chairmanship, his Group of Industries has established itself as a very well-known business group in and around Vadodara [Gujarat] since 1995. Looking to his experience and knowledge, he is suitable person to be appointed as Director of the company. He is proposed to be appointed as Non Executive Non Independent Director (Promoter) of the Company, liable to retire by rotation. He was first appointed on the board on 02/03/2022 as an Additional Director.

At present, he is not holding any shares of the company. Mr. Kavita Jayeshbhai Thakkar, Managing Director is Son of Mr. Jayesh Raichandbhai Thakkar. Except this relationship, Mr. Jayesh Raichandbhai Thakkar has no relationship with any other Director, Manager of Key Managerial Personnel of the company. He is a Managing Director in Evexia Lifecare Limited. He was an additional Director in Pacific Finstock Limited till 15/04/2019. He is a chairman of Risk Management Committee in Evexia Lifecare Limited.

The Brief profile of Mr. Jayesh Raichandbhai Thakkar (DIN: 01631093) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Your Board thus recommends the passing of Resolution as Ordinary Resolution as set out at Item No. 5 of the Notice with respect to appointment of Mr. Jayesh Raichandbhai Thakkar as a Non Executive Non Independent Director (Promoter) of the company.

Except Mr. Jayesh Raichandbhai Thakkar himself and Mr. Kavita Jayeshbhai Thakkar, who is relative of Mr. Jayesh Raichandbhai Thakkar, no other Directors or key managerial personnel of the company and their relatives are concerned or interested in the said Resolution except to the extent of their shareholding.

ITEM NO. 6: TO CONSIDER AND APPROVE APPOINTMENT OF MR. JAYESH VIMAL CHELLANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Jayesh Vimal Chellani (DIN : 08453809), aged 26 years, as an Additional Director (Independent Director) of the Company, with effect from 02nd March, 2022 under Section 149, 150 and 152 of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Jayesh Vimal Chellani shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Jayesh Vimal Chellani is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Jayesh Vimal Chellani signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Jayesh Vimal Chellani. In the opinion of the Board, Mr. Jayesh Vimal Chellani fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Jayesh Vimal Chellani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Brief profile of Mr. Jayesh Vimal Chellani (DIN: 08453809) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 6 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 7: TO CONSIDER AND APPROVE APPOINTMENT OF MR. ARVINDKUMAR BABULAL THAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Arvindkumar Babulal Thakkar (DIN: 09528535), aged 50 years, as an Additional Director (Independent Director) of the Company, with effect from date of allotment of DIN i.e., 08th March, 2022 under Section 149, 150 and 152 of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Arvindkumar Babulal Thakkar shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Arvindkumar Babulal Thakkar is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years with effect from 08th

March, 2022. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Arvindkumar Babulal Thakkar signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Arvindkumar Babulal Thakkar. In the opinion of the Board, Mr. Arvindkumar Babulal Thakkar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Arvindkumar Babulal Thakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Brief profile of Mr. Arvindkumar Babulal Thakkar (DIN: 09528535) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 7 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 8: TO CONSIDER AND APPROVE APPOINTMENT OF MS. MANSHI ABHAY JAIN AS AN INDEPENDENT WOMEN DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Manshi Abhay Jain (DIN : 09533465), aged 24 years, as an Additional Director (Independent Women Director) of the Company, with effect from 05th April, 2022 under Section 149, 150 and 152 of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Manshi Abhay Jain shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Manshi Abhay Jain is eligible to be appointed as an Independent Women Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Manshi Abhay Jain signifying her candidature as an Independent Women Director of the Company.

The Company has also received a declaration of independence from Ms. Manshi Abhay Jain. In the opinion of the Board, Ms. Manshi Abhay Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Manshi Abhay Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Brief profile of Ms. Manshi Abhay Jain (DIN: 09533465) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 8 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or

otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 9: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The Current Authorized Capital of the Company is Rs. 10,00,00,000 (Rupees Ten crore Only) divided into 1,00,00,000 (One crore) Equity Shares of Re.1/- (Rupee One Only) each. The Company proposes to increase its authorized share capital to Rs. 48,00,00,000 (Rupees Forty Eight crore Only) to facilitate fund raising in future via issuance of equity shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 9 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

ITEM NO. 10: TO CONSIDER AND APPROVE CHANGE OF REGISTERED OFFICE FROM ONE CITY TO ANOTHER CITY WITHIN SAME ROC/STATE

As per provisions of Section 12(5) of the Companies Act, 2013, shifting of registered office of a Company outside the local limits of any city or town requires approval of shareholders by way of special resolution.

With a view to improve co-ordination, communication and ease of management pursuant to change in management of the company, the Board of Directors considered that subject to approval of shareholders, the registered office of the Company be shifted to Vadodara, within the state of Gujarat.

Since, the proposed location is outside the local limits of Ahmedabad and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to within the local limit of the City of Vadodara and the Board of Directors will choose the place of Registered Office within the local limit of the City of Vadodara.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 10 of this Notice for the approval of the Members by way of passing a Special Resolution.

BY ORDER OF THE BOARD OF DIRECTORS

SD/-
KAVIT JAYESHBHAI THAKKAR
MANAGING DIRECTOR
DIN: 06576294

DATE: 05/04/2022
PLACE: Vadodara

REGISTERED OFFICE:

36, Advani Market O/S Delhi Gate,
Shahibaug, Ahmedabad-380004, Gujarat