



## **NOTICE**

NOTICE is hereby given that the **THIRTY SIXTH (36<sup>th</sup>)** Annual General Meeting (AGM) of the Members of **Mercury Metals Limited** will be held on **Saturday, 24<sup>th</sup> September, 2022** at 1.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022, STATEMENT OF PROFITS & LOSS TOGETHER WITH CASH FLOW STATEMENT AND NOTES FORMING PART THERE TO ("FINANCIAL STATEMENT") FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2022 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. KAVIT JAYESHBHAI THAKKAR (DIN: 06576294) DIRECTOR WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**
- 3. TO APPOINT M/S. M SAHU & CO., CHARTERED ACCOUNTANTS (FRN: 107352W) AS A STATUTORY AUDITOR FOR FINANCIAL YEAR 2022-23 TO FILL CASUAL VACANCY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company at their meeting held on July 25, 2022, consent of the members of the Company be and are hereby accorded to appoint M/s. M Sahu & Co, Chartered Accountants (FRN: 130001W) as Statutory Auditors of the Company for the Financial Year 2022-23 to fill the casual vacancy caused by the resignation of M/s. Ambalal Patel & Co., Chartered accountants (FRN: 100305W) and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined by the Board.

**"RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

- 4. TO APPOINT M/S. M SAHU & CO., AS A STATUTORY AUDITOR OF THE COMPANY :**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. M Sahu & Co, Chartered Accountants (FRN.: 130001W), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 36<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**"RESOLVED FURTHER THAT** any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."



**SPECIAL BUSINESS:**

**5. TO REGULARISE MR. HARIT GOPALBHAI SHAH (DIN: 06975567) AS A DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Harit Gopalbhai Shah (DIN: 06975567), who was appointed as an Additional Director of the Company with effect from 1st July, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of ensuing Annual General Meeting of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director under Non-Promoter, Executive Category of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT any of the Director be and is hereby authorized on 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.”

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

By order of Board of Directors  
**MERCURY METALS LIMITED**

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

Sd/-  
**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-  
**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**

**NOTES:**

1. The Annual General Meeting (AGM) will be held on Saturday, 24<sup>th</sup> September, 2022 at 1.00 p.m. (IST) through Video Conferencing (VC)/other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. In view of continuing outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively “**MCA Circulars**”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means(VC/OAVM) till December 31, 2021, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020 and Circular No. 11 dated January 15, 2021 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2021. Further, MCA vide General Circular No. 02/2022 dated May 5, 2022 extended the option to conduct the AGM through VC till December 31, 2022. Similarly, SEBI vide Circular No. 62 dated May 13, 2022 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2022 subject to certain conditions. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36<sup>th</sup> AGM of your Company is being convened and conducted through VC. Hence, members can attend and participate in the Annual General Meeting through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and 20 and also available at the Company’s website at [www.mercurymetals.in](http://www.mercurymetals.in)
3. Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (‘CDSL’) for facilitating voting through electronic means as the authorized E-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the Annual General Meeting will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this notice under Note No. 24.
5. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.



7. However, the Body Corporates are entitled to appoint authorized representatives to attend the Annual General Meeting through VC/OAVM and participate thereat and cast their votes through e-voting. Body Corporates whose authorized representatives are intending to attend the Meeting through VC/OAVM are requested to send mail to the Company at email id at [info@mercurymetals.in](mailto:info@mercurymetals.in), a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-Voting.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May12, 2020, the Notice of Annual General Meeting along with Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)and in line with the MCA Circulars, the Notice calling AGM and Annual Report for the Financial Year 2021-22 has been uploaded on the website of the Company at [www.mercurymetals.in](http://www.mercurymetals.in) The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice of Annual General Meetingis also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions ofthe Companies Act, 2013 read with the Ministry of Corporate Affairs issued General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022.
10. In continuation of this Ministry of Corporate Affairs issued General Circular No. 03/2022 dated May05, 2022 and after due examination, it has been decided to allow companies whose Annual General Meetings were due to be held in the year 2022,to conduct their Annual General Meetings on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 May 05, 2020.
11. The helpline number regarding any query / assistance for participation in the Annual General Meeting through VC/ OAVM is 1800225533.
12. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect tothe ordinary and special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015set out in the Notice is annexed hereto.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,the Register of members and share transfer books of the Company will remain closed from Sunday, September 18, 2022 to Saturday, September 24, 2022 (both days inclusive) for the purpose of Annual General Meeting.
15. As the Annual General Meeting of the Company is held through VC/OAVM, we therefore request the members to submit questions, if any, atleast 10 days advance but not later than September 18, 2022relating to the business specified in this Notice of AGM on the email id at [info@mercurymetals.in](mailto:info@mercurymetals.in)so as to enable the management to keep the information ready.
16. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Share Transfer Agent.
17. Members are requested to intimate changes, if any. Pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations,



power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

a. **For shares held electronic form:** to their Depository Participants (DPs)

b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transportation.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. As per the provisions of Section 72 of the Companies Act, 2013 and the SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/Registrar and Transfer Agent in case the shares are held in physical form.

20. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, Accurate Securities & Registry Private Limited at 203, Shangrila Arcade, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad-380015, Gujarat. In case of joint holders, the Members whose name appears as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote during the AGM.

21. Those Shareholders whose email ids are not registered can get their email id registered as follows:

a. Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.

b. Members holding shares in the physical form can get their email id by contacting our Registrar and Share Transfer Agent "Accurate Securities & Registry Pvt. Ltd." on their email id at [info@accuratesecurities.com](mailto:info@accuratesecurities.com).

22. Members who wish to inspect the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM will be available for inspection in electronic mode can send an email to [info@mercurymetals.in](mailto:info@mercurymetals.in).

23. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**24. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING ANNUAL GENERAL MEETING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on Wednesday, 21<sup>st</sup> September, 2022 at 09.00 a.m. to Friday, 23<sup>rd</sup> September, 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 Saturday, 17<sup>th</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020



under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (hereinafter referred as 'ESPs') providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>TYPE OF SHAREHOLDERS</b>	<b>LOGIN METHOD</b>
Individual Shareholders holding securities in Demat mode with CDSL	1. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2. After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/ACCURATESECURITIES as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a> .
	4. Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the Annual General Meeting.
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful



	authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request <a href="mailto:athelpdesk.evoting@cdslindia.com">athelpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request <a href="mailto:atevoting@nsdl.co.in">atevoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 224430

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on Shareholders
- 3) 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
  - d) Next enter the Image Verification as displayed and Click on Login
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) a voted on an earlier voting of any company, then your existing password is to be used
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bankdetails field as mentioned in instruction (iv).</li> </ul>



- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN of the Company.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the
- xiv. Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. 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 through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account



statement, PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) to Company/RTA email id.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

**25. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING ON E-VOTING SYSTEM ARE AS UNDER:-**

- a. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the Annual General Meeting.
- c. If any Votes are casted by the members through the e-voting available during the Annual General Meeting and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the Annual General Meeting.

**26. INSTRUCTION FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER: -**

1. The procedure for attending meeting & e-voting on the day of the Annual General Meeting is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before Annual General Meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@mercurymetals.in](mailto:info@mercurymetals.in)



8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at [info@mercurymetals.in](mailto:info@mercurymetals.in). The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**27. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, 17<sup>th</sup> September, 2022 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Saturday, 17<sup>th</sup> September, 2022 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part.
3. The remote e-voting will commence on Wednesday, 21<sup>st</sup> September, 2022 at 09.00 a.m. to Friday, 23<sup>rd</sup> September, 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 Saturday, September 17, 2022, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paidup equity share capital of the Company as on the Cut-off date i.e. Saturday, 17<sup>th</sup> September, 2022.

The Board of Directors of the Company has appointed Mr. CS Vishwas Sharma, Practicing Company Secretary, Proprietor of M/s. Vishwas Sharma & Associates (Membership No. ACS: 33017; COP No: 16942), to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

If you have any queries or issues regarding attending Annual General Meeting& e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor,Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office**

367-368, Gidc, Por, Village: Por,  
Taluka: Vadodara,  
Vadodara-391243, Gujarat

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors  
MERCURY METALS LIMITED**

Sd/-

**Kavit Jayeshbhai Thakkar**  
Managing Director  
DIN: 06576294

Sd/-

**Harit Gopalbhai Shah**  
Director  
DIN: 06975567



**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013**

**Item No. 3**

The Members of the Company at its 33<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2019 had appointed M/s Ambalal Patel & Co (FRN:100305W) as the Statutory Auditors of the Company to hold office from the conclusion of 33<sup>rd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.

However, M/s Ambalal Patel & Co. vide their letter dated 25<sup>th</sup> July, 2022 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Your board approached to M/s. M Sahu & Com, Chartered Accountants (FRN:130001W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on 25<sup>th</sup> July, 2022 on the recommendation of Audit Committee has appointed M/s. M Sahu & Com, Chartered Accountants (FRN:130001W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s, Ambalal Patel & Co (FRN:100305W) to hold office as the Statutory Auditor of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting for the Financial Year 2021-22 and to fill the casual vacancy caused by the resignation of M/s Ambalal Patel & Co. subject to the approval by the members at the 36<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s M Sahu & Com, Chartered Accountants (FRN:100305W) to act as Statutory Auditor of the Company in place of M/s Ambalal Patel & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

**Item No. 4**

The Board of Directors at their meeting held on 25<sup>th</sup> July, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. M Sahu & Co., Chartered Accountants (FRN: 130001W), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 36<sup>th</sup> Annual General Meeting, till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company to be held in 2027 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s M Sahu & Co., Chartered Accountants to act as Statutory Auditor of the Company in place of M/s Ambalal Patel & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or



interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

**Item No.5**

Mr. Harit Gopalbhai Shah (DIN: 06975567) has been appointed as an Additional Director under the category of Non-Promoter, Executive Director of the Company by the Board of Directors with effect from 1<sup>st</sup> July, 2022 under section 161 of the Companies Act, 2013, Mr. Harit Gopalbhai Shah (DIN: 06975567) who shall hold the office upto the date of ensuing Annual General Meeting. However, He is eligible for appointment as a Director. Due notice under section 160 of the Act has been received to propose her as a candidate for the office of Director of the Company. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Harit Gopalbhai Shah by the Company. Mr. Harit Gopalbhai Shah (DIN: 06975567) has consented to the proposed appointment and declared qualified.

The Brief profile of Mr. Harit Gopalbhai Shah (DIN: 06975567) in terms of Regulation 36 (3) of the Listing Regulations are provided as Annexure to this Notice.

The Board is of the opinion that the appointment and presence of Mr. Harit Gopalbhai Shah on the Board as the Managing will be desirable, beneficial and in the best interest of the Company.

The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company except Mr. Suresh Harit Gopalbhai Shah, is concerned or interested in the proposed resolution

**Registered Office**

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Vadodara-391243, Gujarat

**Place: Vadodara**

**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors  
MERCURY METALS LIMITED**

Sd/-

**Kavit Jayeshbhai Thakkar**  
**Managing Director**  
**DIN: 06576294**

Sd/-

**Harit Gopalbhai Shah**  
**Director**  
**DIN: 06975567**

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 36<sup>th</sup> ANNUAL GENERAL MEETING****{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}**

<b>NAME</b>	<b>Mr.Harit Gopalbhai Shah</b>	<b>Mr. Kavith Jayeshbhai Thakkar</b>
<b>DIN</b>	06975567	06576294
<b>Designation</b>	Director	Managing Director
<b>Date of Birth</b>	14/11/1984	
<b>Date of Appointment</b>	01/07/2022	02/03/2022
<b>Qualification and experience in specific functional area</b>	Engineering Graduate with decades of experience in E. V. Manufacturing and Renewable Energy sector	Mr. Kavith Jayeshbhai Thakkar is a management graduate in "Innovation & Entrepreneurship" from Symbiosis Institute of Business Management, Pune.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirement</b>	Not Applicable	Not Applicable
<b>Directorship held in Other companies*</b>	1	NA
<b>Membership/Chairmanships of Committee in other Public Companies</b>	Nil	Nil
<b>Number of Shares Held in the Company</b>	Nil	38,33,364
<b>Relationships between Directors inter-se</b>	NA	NA

**\*Pvt. Companies excluded**

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**Place: Vadodara**  
**Date: 9<sup>th</sup> August, 2022**

**By order of Board of Directors**  
**MERCURY METALS LIMITED**

Sd/-  
**Kavith Jayeshbhai Thakkar**  
Managing Director  
DIN: 06576294

Sd/-  
**Harith Gopalbhai Shah**  
Director  
DIN: 06975567