

# **DISHA RESOURCES LIMITED**

**CIN: L74110GJ1995PLC024869**

**27<sup>th</sup> Annual Report  
2021-2022**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS:**

1. Mr. Krishna Awtar Kabra	Chairman and Managing Director
2. Mrs. Mukta Maheshwari	Director
3. Mr. Neerajkumar Maheshwari	Director
4. Mr. Vipul Vashi	Director (Independent)
5. Mr. Pradeep Kumar Dad	Director (Independent)
6. Mr. Naveen Ashok Kumar Maheshwari	Director (Independent)
7. Mr. Jagdish Prasad Kabra	Director

### **KEY MANERGERIAL PERSONNEL**

1. Mr. Krishna Awtar Kabra	Managing Director
2. Mr. Vijaybhai Vrajlal Mehta	Chief Financial Officer (CFO)
3. Ms. Pankti Thakkar	Company Secretary (CS) & Compliance officer

### **Board Committees**

#### **AUDIT COMMITTEE**

Mr. Vipul Vashi	Chairman
Mr. Pradeep kumar Dad	Member
Mr. Naveen Maheshwari	Member

#### **NOMINATION & REMUNERATION COMMITTEE**

Mr. Vipul Vashi	Chairman
Mr. Pradeep kumar dad	Member
Mr. Naveen Maheshwari	Member

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Vipul Vashi	Chairman
Mr. Pradeep kumar dad	Member
Mr. Naveen Maheshwari	Member

### **BANKERS**

Axis Bank Ltd. (Lawgarden Branch)  
Trishul-OpPOSITE, Samrtheshwar Temple, Nr Law Garden, Ellisbridge,  
Ahmedabad, Gujarat 380006

### **STATUTORY AUDITORS**

S.N. SHAH & ASSOCIATES (FRN: 109782W)  
Chartered Accountants  
“Sapan House”, 10-B Government Servant, Co-operative Society,  
Opp. Municipal Market, C.G Road, Ahmedabad-380009

### **SECRETARIAL AUDITORS**

M/s. Umesh Ved & Associates,  
Practising Company Secretaries  
304, Shoppers Plaza - V, Opp. Municipal Market, Navrangpura,  
Ahmedabad, Gujarat 380009

### **INTERNAL AUDITORS:**

M/s. SNDK & Associates LLP  
Chartered Accountants  
Ahmedabad

### **SHARES LISTED WITH :**

Bombay Stock Exchange (BSE)

### **REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Private Limited  
5<sup>th</sup> Floor 506 to 508, Amarnath Business Center – 1 (ABC -1 ),  
Besides Gala Business Centre, Nr. St. Xavier's College Corner,  
Off C.G Road, Navrangpura, Ahmedabad-380009

### **REGISTERED OFFICE**

3, Rajesh Apartment, B/H , Ajanta Comm. Estate, Off Ashram Road,  
Ahmedabad - Gujarat 380014

### **CORPORATE WEBSITE :**

[www.aacl.co.in](http://www.aacl.co.in)

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DISHA RESOURCES LIMITED

**REGD. OFFICE:** 3, RAJESH APARTMENT, B/H. AJANTA COMMERCIAL ESTATE OFF ASHRAM ROAD, AHMEDABAD-380014

**PHONE: (OFF):** 2754-0790, 27543060 **E-MAIL:** [disharesourceslimited@gmail.com](mailto:disharesourceslimited@gmail.com)

**CIN:** L74110GJ1995PLC024869 **Website:** [www.aacl.co.in](http://www.aacl.co.in)

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**NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that Twenty Seventh (27<sup>th</sup>) Annual General Meeting of the Members of Disha Resources Limited (CIN: L74110GJ1995PLC024869) will be held on **Tuesday, 27<sup>th</sup> September, 2022 at 02:30 p.m.** at the Registered Office of the Company situated at 3, Rajesh Apartment, B/h, Ajanta Comm. Estate Off Ashram Road, Ahmedabad – 380014 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the Financial year ended on 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Mukta Maheshwari, Director of the Company who retires by rotation and being eligible offers herself for reappointment.
3. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions 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), and based on the recommendations of the Audit Committee, consent of the Members of the Company be and is hereby accorded to re-appoint M/s. S. N. Shah & Associates (Firm Registration No. 109782W) as Statutory Auditors of the Company for a further period of 5 (Five) consecutive years to hold office from the conclusion of this 27<sup>th</sup> (Twenty-Seventh) Annual General Meeting (AGM) until the Conclusion of 32<sup>nd</sup> (Thirty-Second) Annual General Meeting of the Company at such remuneration (exclusive of applicable taxes and reimbursement of out of pocket expenses) as shall be fixed by the Board of Directors of the Company from time to time in consultation with them.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such other acts, matters, deeds and things as may be deemed necessary to give effect to the above said resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS  
DISHA RESOURCES LIMITED**

**KRISHNA AWTAR KABRA  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00650817**

**Place : Ahmedabad  
Date : 13.08.2022**

**Notes:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 21<sup>st</sup> September, 2022 to 27<sup>th</sup> September, 2022 (both days inclusive).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the Annual Report as the same will not be distributed at the Annual General Meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
6. Members may note that the copy of the Annual Report for the year 2021-22 is also available on the website of the Company.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.
8. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry’s green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA - **M/s Link Intime India Pvt. Ltd.**, 5th floor, 506 to 508 Amarnath Business Centre – I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off CG Road, Navarangpura, Ahmedabad – 380 009, Gujarat, India or email at **ahmedabad@linkintime.co.in**
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 3, 4, 5 and 6 of the Notice of the Annual General Meeting (AGM) is annexed hereto and the information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed herewith.
10. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
11. Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
12. In view of COVID-19, shareholders are requested to follow the below mentioned safety guidelines while attending the Meeting:
  - Wear a mask throughout the meeting;
  - Maintain Social Distance
  - Use a hand sanitizer, which would be provided at the entrance of the meeting hall on the day of meeting;

#### **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (“Amended Rules 2015”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 27<sup>th</sup> AGM by electronic means (“e-voting”).

- (i) The voting period begins on Saturday, 24<sup>th</sup> September, 2022 (9:00 a.m) and ends on Monday, 26<sup>th</sup> September, 2022 (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 16<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 venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 (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 December 9, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 URL 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>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></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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 &amp; voting during the meeting.</li> <li>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></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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 at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
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 at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders **other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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) and voted on an earlier e-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 10 digit 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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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 Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [disharesourceslimited@gmail.com](mailto:disharesourceslimited@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on at toll free no. 1800 22 55 33.

- (xvii) Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in affair and transparent manner.
- (xviii) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at-least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xix) The results of the e-voting along with the scrutinizer's report shall be placed on company's website and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.



**ANNEXURE TO ITEM NO. 2**

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment /continuation of appointment at the Annual General Meeting.

<b>Name of the Director</b>	Mrs. Mukta Maheshwari
<b>DIN</b>	00194635
<b>Father/Husband Name</b>	Neeraj Maheshwari
<b>Date of Birth / Age</b>	30.04.1973
<b>Date of Appointment</b>	27.03.2015
<b>Qualification</b>	B.Com
<b>Brief profile and Nature of expertise in Specific functional Areas</b>	Having good experience in the field of Administration and Marketing.
<b>Terms and conditions of appointment or re-appointment</b>	The Director is liable to retire by rotation and offers herself for re-appointment
<b>Details of remuneration sought to be paid and Remuneration last drawn by such person, if any</b>	Nil
<b>Name of the Companies/LLP in which she is a director</b>	1. Maheshwari Logistics Limited 2. Maheshwari Infotech LLP
<b>Name of the Company in which she is Member / Chairman in the committees of Board</b>	1. Maheshwari Logistics Limited.
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company.</b>	Wife of Neeraj Maheshwari
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2022</b>	700
<b>No. of the Board Meeting attended during the year</b>	5

**EXPLANATORY STATEMENT****Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015****ITEM NO. 3:****APPOINTMENT OF M/S. S. N. SHAH AND ASSOCIATES, CHARTERED ACCOUNTANTS AS THE  
STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION**

The appointment of M/s. S.N Shah & Associates, Chartered Accountants (Firm Registration No. 109782W) was approved by the Members at the 22<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 to hold the office from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting. Thus, the first term of the Statutory Auditors is going to expire in this ensuing 27<sup>th</sup> Annual General Meeting. In view of the above and pursuant to the provisions of Section 139 and other applicable provisions, if any, the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the Company is now required to re-appoint the Statutory Auditors for the second term.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 13<sup>th</sup> day of August, 2022, proposed the re-appointment of M/s. S. N Shah & Associates, Chartered Accountants (Firm Registration No. 109782W) as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive years to hold office from the conclusion of this 27<sup>th</sup> (Twenty-Seventh) Annual General Meeting (AGM) until the Conclusion of 32<sup>nd</sup> (Thirty-Second) Annual General Meeting of the Company subject to further approval of the Members of the Company.

M/s. S. N Shah & Associates, Chartered Accountants (Firm Registration No. 109782W) has submitted their eligibility cum consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, would be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules, 2014.

Before recommending the appointment of M/s. S. N Shah & Associates, Chartered Accountants (Firm Registration No. 109782W) for the second term of Five (5) Years, the Committee considered several parameters like audit planning, audit approach, quality assurance process, audit experience and market standing of the firm, etc. The terms of appointment cover statutory audit of financial statements of the Company in accordance with the Companies Act, 2013 including limited review in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 taxation matters and other certification requirements etc. The Board recommends the Members for their approval, the appointment, including fixation of remuneration of M/s. S. N Shah & Associates, Chartered Accountants (Firm Registration No. 109782W) as the Statutory Auditors of the Company. for a fixed term of Five(5) years to hold the office of the Statutory Auditors of the Company for the financial year 2022-2023 to 2026-2027, in the best interest of the Company.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out under Item No. 03 of the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS  
DISHA RESOURCES LIMITED**

**Place : Ahmedabad  
Date : 13.08.2022**

**KRISHNA AWTAR KABRA  
CHAIRMAN & MANAGING DIRECTOR  
DIN: 00650817**