

# *38<sup>TH</sup> ANNUAL REPORT*

*Financial year – 2021-22*

*Assessment year – 2022-23*

*ROSE MERC LIMITED*

*CIN: L24110MH1985PLC035078*

*REGISTERED OFFICE*

*OFFICE No Office No. 12,  
Priyadarshani Roj Bazar,  
Sector 10, Khanda Colony,  
Panvel-410206,  
District Raigad,  
Maharashtra*

INDEX		
Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Notice	2
3.	Director Report	17
4.	Annexures of Director Report	25
5.	Management Discussion And Analysis Report	31
6.	Standalone Financial Statements	
	a. Audit Report	33
	b. Balance Sheet	43
	c. Statement of Profit and Loss	45
	d. Cash Flow statement	46
	e. Notes on Accounts	48

## Corporate Information

BOARD OF DIRECTORS		REGISTERED OFFICE	
Mr. Kirti Savla	Managing Director	<b>Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel–410206, District Raigad, Maharashtra</b>  <b>Phone:</b> +91 – 22 – 6060 2719 <b>Email:</b> rmltd1985@gmail.com <b>Website:</b> www.rosemercld.com	
Mr. Mayur Parikh	Independent Director		
Ms. Pooja Shah	Independent Director		
Mr. Gopal Shah	Independent Director		
Mr. Nooruddin Shaikh	Additional Director (Appointed w.e.f July 07, 2022)		
CHIEF FINANCIAL OFFICER &COMPANY SECRETARY			
Mr. Monil Shah			
STATUTORY AUDITOR		REGISTRAR & SHARE TRANSFER AGENT	
M/s. Doshi Maru & Associates (Chartered Accountant) 217-218, Manek Centre, Jamnagar – 361 001		Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083 Tel No.: +91 – 22 – 4918 6000 Fax No.: +91 – 22 – 4918 6060 Email: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in	
SECRETARIAL AUDITOR		BANKERS	
M/s. Ankur Gandhi & Associates (Practicing Company Secretary) I/18, Kadambari Apartment - A, 3 <sup>rd</sup> Floor, College Road, Bilimora –396321		HDFC Bank Limited	
AUDIT COMMITTEE	NOMINATION &REMUNERATION COMMITTEE	STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE	
Mr. Mayur Parikh – Chairman	Ms. Pooja Shah – Chairman	Ms. Pooja Shah – Chairman	
Ms. Pooja Shah – Member	Mr. Gopal Shah – Member	Mr. Gopal Shah – Member	
Mr. Kirti Savla–Member	Mr. Mayur Parikh – Member	Mr. Mayur Parikh – Member	
Mr. Gopal Shah–Member			

## Notice to Shareholders

**NOTICE** is hereby given that the **38th Annual General Meeting** (AGM) of the members of Rose Merc Limited. (the Company) will be held on Thursday, September 29, 2022 at 12:30 P.M. IST through Video Conferencing (VC)/Other AudioVisual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at Office No. 12, Priyadarshani Roj Bazar, Sector 10, Khanda Colony, Panvel-410206, District Raigad, Maharashtra and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses.

### **ORDINARY BUSINESS:**

#### **1. TO ADOPT FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021-22.**

To receive, consider and adopt the Audited Financial Statements of account for the financial year ended on March 31, 2022, together with the reports of the Directors and Auditors thereon.

#### **2. TO RE-APPOINT MR. KIRTI CHUNILAL SAVLA AS DIRECTOR.**

To appoint a Director in place of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation and being eligible, offer himself for re-appointment.

#### **3. TO APPOINT THE STATUTORY AUDITORS OF THE COMPANY AND IN THIS CONNECTION IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. BB Gusani & Associates., Chartered Accountants having Firm Registration No. 140785W, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 43rd Annual General Meeting on such remuneration and terms and conditions as decided by the board.”

### **SPECIAL BUSINESS:**

#### **4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. NOORUDDIN MOHAMMED SHAIKH (DIN: 09660481), BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Nooruddin Shaikh (DIN: 0990481) as a Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years from July 07, 2022 the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

#### **5. APPOINTMENT OF MR. SHEKHAR MENNON (DIN:02262964) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Shekhar Mennon (DIN:02262964) as an Independent Director of the Company w.e.f. September 01, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from September 01, 2022 till August 31, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **6. Change of Object Clause of the Memorandum of Association of the Company**

To consider passing the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

**A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.**

The Main Objects of Clause III (A) be altered by inserting the following clauses in addition to the existing clause as under:

2. “Production, design, sourcing, trading and representation of products and services related to all the objectives including but not limited to religious artifacts, instruments and materials required for religious rites and rituals, consumable products for religious rites and rituals, religious, spiritual and related content on digital media and in non-digital formats like books, leaflets, posters, calendars. (printed, embossed, painted, hand- written.), jewellery made from all kinds of metals, alloys and non-metallic materials with and without embellishment by precious and semi-precious gemstones, rudraksha, fabrics and garments related to religious rituals and practices, containers for storage and transport of consumption materials for religious rites, rituals and practices, and all other kinds of products and services used in the expression of religious faith and spiritual practices.”

3. "To carry on the business of providing solutions and services related to Web-Technologies, Internet and E-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in Internet portals, Media Portals, Internet solutions, Internet gateways, Internet service providers, E-commerce, Website designing, Web based and Web enabled services and applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies , digital marketing services and E-business solutions and provide consultancy services in all the above mention activities."

And replacing ClauseNo. 81 and 82 from other object to main object clause point no 4 and 5 respectively.

6. To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment and purifiers, and water softeners of every description, and all appliances equipment, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water.

7. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non conventional energy by Bio-Mass, Bio-Fuels, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning,operating, running, leasing or transferring Power plants and Plants based on conventional or non conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.To carry on the business as consultants and Contractors in setting up of all types for production of Electrical energy.

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

#### **4. To adopt new set of Article of Association of the company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as maybe required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company(hereinafter referred to as

“Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. TO CONSIDER THE APPOINTMENT OF M/S. NAGDA & HARIA, CHARTERED ACCOUNTANTS (FRN:141233W) AS AN INTERNAL AUDITOR OF THE COMPANY, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to provisions of section 138 of Companies Act 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 and section 179 of the said Act read with rule 8 of the Companies (Meetings of board and its Powers) Rules, 2014 and other applicable provisions, if any, M/s. Nagda & Haria, Chartered Accountants, be and is hereby appointed as Internal Auditors of the company on the terms contained in the draft appointment letter containing scope, functioning, periodicity, and methodology of the audit placed before the Board.

“**RESOLVED FURTHER THAT** any Directors and/or Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**Registered Office**  
**Office No G -2, Ground Floor,**  
**Part – A, Mangal Mahesh,**  
**14th Road Khar (West)**  
**Mumbai - 400052,**  
**Maharashtra**

**Place: Mumbai**  
**Date: September 01, 2022**

**By Order of the Board of Directors**  
**For, Rose Merc Limited**

**Sd/-**  
**Kirti Savla**  
**Managing Director**  
**DIN: 02003878**



## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ( "MCA" ) has vide its circulars no. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2022 dated May 5, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ( "SEBI" ) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ( "AGM" ) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being conducted through VC / OAVM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Special Business covered under Item No. 3&4 of the Notice, is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization. authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [adgandhi1989@gmail.com](mailto:adgandhi1989@gmail.com) with copies marked to the Company at [rmltd1985@gmail.com](mailto:rmltd1985@gmail.com) or to National Securities Depository Limited with copies marked to the Company at [atrltd1985@gmail.com](mailto:atrltd1985@gmail.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. 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 AGM through VC/OAVM will be made available for 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed herewith.
9. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at [www.rosemercld.com](http://www.rosemercld.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:



- a) In case shares are held in physical mode, please provide 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 [rmltd1985@gmail.com](mailto:rmltd1985@gmail.com)
  - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [rmltd1985@gmail.com](mailto:rmltd1985@gmail.com).
  - c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (a) or (b) as the case may be.
  - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, **Link Intime India Pvt Ltd**, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 40008, by following the due procedure.
  - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, **Link Intime India Pvt Ltd**, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
11. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
  12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [rmltd1985@gmail.com](mailto:rmltd1985@gmail.com) on or before Thursday, September 29, 2022 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  13. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
  14. 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 all other documents referred to in the Notice will be available for inspection in electronic mode.
  15. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 22, 2022 till Thursday, September 29, 2022 (both days inclusive) and same will be re-opened from Friday, September 30, 2022 onwards.
  16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
  17. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
  18. 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 Link Intime India Private Limited.
  19. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Link Intime India Private Limited for assistance in this regard.
  20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Link Intime India Private

Limited, Members holding shares in physical form may submit the same to Link Intime India Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.

22. Regulation 36 (1)(b) and (c) of the LODR prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively.
23. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
24. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 01.00 pm on all working days except on holidays.
25. The members are requested to intimate to the Company, queries, if any, at least ten days before the AGM to enable the Management to keep the required information available at the meeting.
26. The remote e-voting period commences on Monday, September 26, 2022 (09:00 a.m.) and ends on Wednesday, September 28, 2022 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Thursday, September 22, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper or polling paper. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, September 22, 2022.
28. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
29. The Board of Directors has appointed Mr. Ankur Gandhi, Practicing Company Secretary (Membership No. ACS48016, COP 17543) as the Scrutinizer to scrutinize the remote e-voting process.
30. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately uploaded on the website of BSE Limited.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, September 26, 2022 at 09:00 A.M. and ends on Wednesday, September 28, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2022.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
----------------------	--------------