

# MITSHI INDIA LIMITED

(Formerly known as Dera Paints & Chemical Ltd)

Registered Office:- 2,Juhu Aradhana CHS Ltd., Juhu Lane, Mumbai 400 058. Phone: - 022-26481711

CIN:-U91100MH1990PLC057373 Website: www.mitshi.in Email: - [shahkumar23@mitshi.in](mailto:shahkumar23@mitshi.in)

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## NOTICE OF POSTAL BALLOT

**(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014 each as amended)**

**Dear Member(s),**

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“**Members**”) of M/s. Mitshi India Limited (“**Company**”), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Board of Directors (“**Board**”) in its meeting held on 20<sup>th</sup> December, 2023 has appointed CS Jignesh pandya, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. She has communicated his willingness to be appointed and will be available for the said purpose.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, read with General Circular No.09/2023 dated September 25,2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions

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requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s) and or Special Resolutions, through voting by electronic means (remote e-voting) only.

**The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to September 30, 2024**, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business as set out in this Notice. The Company has engaged **Central Depository Services Limited (CDSL)** for facilitating the remote e-voting system. The remote e-voting period commences 21<sup>st</sup> December, 2023 (9.00 a.m. IST), and ends on 19<sup>th</sup> January, 2024 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as (Friday), 15<sup>th</sup> December, 2023 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members as the company is sending notice through email as per the exemptions granted by ministry in its circulars time to time. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off as (Friday), 15<sup>th</sup> December, 2023 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.mitshi.in](http://www.mitshi.in) and the website of the Stock Exchange, and on the website of **Central Depository Services Limited (CDSL)** i.e. at <https://www.evotingindia.com/>. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on 21<sup>st</sup> December, 2023 (9.00 a.m. IST) , and ends on 19<sup>th</sup> January, 2024 (5.00

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p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 19<sup>th</sup> January, 2024 and, the results of the voting shall be declared by the Chairman of the Company on or before 20<sup>th</sup> January, 2024, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e 20<sup>th</sup> January, 2024 and on the e-voting system link of **Central Depository Services Limited (CDSL)** i.e. at <https://www.evotingindia.com/>. The same shall simultaneously be communicated to the BSE Ltd., on which the shares of the Company are listed.

**The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).**

## **ORDINARY BUSINESS:**

### **1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY.**

To consider and, if thought fit, to pass with or without modifications, the Following Resolution as Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including Any statutory modification(s) or re-enactment(s) thereof for the time being in force and Pursuant to the recommendation made by the Board of Directors through resolution Passed on 31st October 2023, M/S S D P M & Co. Chartered Accountants (Firm Registration No. 126741W), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A A SIDDIQUI & Co., Chartered Accountants;

**RESOLVED FURTHER THAT** M/S S D P M & CO Chartered Accountants (Firm Registration No.126741W), be and are hereby appointed as the Statutory Auditors of the Company from this Postal Ballot Notice and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this results until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as May be required in this matter.

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## **SPECIAL BUSINESS:**

### **1. TO ADDITION OBJECT CLAUSE OF THE COMPANY SUBJECT TO APPROVAL MINISTRY OF CORPORATE AFFAIRS AND ANY OTHER REGULATORY AUTHORITIES.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution.

**"RESOLVED THAT** subject to the provisions of section 13 and other applicable provisions of the companies act, 2013 and the companies (Incorporation) Rules, 2014, existing Clause III of the Memorandum of Association of the company be amended as addition of the following objects:

27. To carry out business of manufacture, assemble produce, import, export, buy, stockist, agent and dealers and spare parts, components and to run service and maintenance centre in all kinds of vehicles.
28. To prepare, manufacture, marketer, trade, import, export, improve, process, distribute, sub – distribute, sell and carry on the business as franchisee, hawkers of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables.
29. To start dermat/Skin clinic in Mumbai and other parts of India and abroad thereafter

**FURTHER RESOLVED THAT**, for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies.

### **2. APPROVAL OF RELATED PARTY TRANSACTION**

To consider and, if thought fit, to pass with or without modifications, the Following Resolution as **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules 2014, and any other applicable provision including Any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of members be and is hereby accorded to the appointment of Dr. Shikha Shah Daughter of Mr. Kumar Shah Managing Director of the company, holding an office

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as Operational Head and consultant of Dermat Clinic of the company w.e.f 20<sup>th</sup> January, 2024 at Remuneration for an amount Between 1,50,000 to 5,00,000 per Month and Commission between 1% to 3% which will be decide by the board depending upon the setup of franchises.

**RESOLVED FURTHER THAT** the Board of Directors of the company or a Committee thereof be and is hereby authorised to finalize and decide the change in designation and/or revision in the remuneration payable to Dr. Shikha Shah from time to time accordance with company's policy on performance measurement and appraisal and such other relevant polices.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as May be required in this matter.

## Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E- voting System Only) is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the Members. Notice of the Postal Ballot is beingsent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on (day), 15<sup>th</sup> December, 2023 ("cut-off date") and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Adroit Corporate Services Private Limited., Email Id: [support@adroitcorporate.com](mailto:support@adroitcorporate.com) .
3. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting 21<sup>st</sup> December, 2023 (9.00 a.m. IST), and ends on 19<sup>th</sup> January, 2024 (5.00 p.m.) (IST) both

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days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., (Friday), 15<sup>th</sup> December, 2023 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on (Friday), 19<sup>th</sup> January, 2024 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be uploaded on the Company's website to facilitate online inspection up to the last date for exercising the voting.

7. CS Jignesh pandya, Practicing Company Secretary (Membership No. A7346 COP No. 7318 ) has been appointed by Board of Directors in its meeting held on 20<sup>th</sup> December, 2023 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.

8. The Notice shall also be uploaded on the Company's website at [www.mitshi.in](http://www.mitshi.in), on the website of BSE limited at [www.bseindia.com](http://www.bseindia.com) and on CDSL E-Voting link at <https://www.evotingindia.com/>.

9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

10. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 06:00 P.M. on all working days from the date of dispatch till the last day of E-voting. However, last day of E-voting will be 19<sup>th</sup> January, 2024, hence inspection will be allowing till 19<sup>th</sup> January, 2024.

11. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on (Saturday), 20<sup>th</sup> January, 2024 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on Saturday, 20<sup>th</sup> January, 2024 and will also be displayed on the Company website ([www.mitshi.in](http://www.mitshi.in) ) and communicated to the Stock Exchanges (BSE Ltd.), Depository, the Registrar and Share Transfer Agent.

12. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.

13. The results of the postal ballot will be declared not later than one working days i.e., 20<sup>th</sup> January, 2024 of conclusion of remote e-voting i.e., Friday, 19<sup>th</sup> January,

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2024. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., [www.mitshi.in](http://www.mitshi.in) and on the e-voting system link of (CDSL) i.e. at <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., 19<sup>th</sup> January, 2024. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

15. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms Umesh Jayantilal Mistry, Company Secretary & Compliance Officer at: Email ID: [mitshi.india@gmail.com](mailto:mitshi.india@gmail.com) . phone no. 022-26481711 or to the Registrar and Transfer Agent, M/s Adroit Corporate Services Private Limited Email Id: [support@adroitcorporate.com](mailto:support@adroitcorporate.com) Phone: 9769195782.

## **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 21<sup>st</sup> December, 2023 and ends on 19<sup>th</sup> January,2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15<sup>th</sup> December, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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

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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.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) 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.

(iv) 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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</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. 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</li></ol>



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	<p>the e-Voting service providers' website directly.</p> <p>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></p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</p>

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	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participant s (DP)</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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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.</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

# MITSHI INDIA LIMITED

(Formerly known as Dera Paints & Chemical Ltd)

Registered Office:- 2,Juhu Aradhana CHS Ltd., Juhu Lane, Mumbai 400 058. Phone: - 022-26481711

CIN:-U91100MH1990PLC057373 Website: [www.mitshi.in](http://www.mitshi.in) Email: - [shahkumar23@mitshi.in](mailto:shahkumar23@mitshi.in)

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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 “230926005” 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) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**

Non-Individual shareholders (i.e. other than Individuals, HUF, and 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 will be mapped automatically & can be delink in case of any wrong mapping.

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 mandatory 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

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Scrutinizer at [jigneshpandyacs@gmail.com](mailto:jigneshpandyacs@gmail.com) and to the Company at the email address viz; [mitshi.india@gmail.com](mailto:mitshi.india@gmail.com) (designated email address by company) , 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 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 at toll free no. 1800 22 55 33

16. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sagarproductions.com](http://www.sagarproductions.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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**Registered Office:**

Flat No.2,Groun Floor,  
Juhu Aradhana Co.  
Operative Housing Society,  
Juhu Lane, Andheri (West).,  
Mumbai City, Maharashtra  
- 400058

**Place:** Mumbai

**Date:** 20/12/2023

By Order of the Board of Directors  
**For Mitshi India Limited**

Sd/-  
Kumar Shah  
Managing Director  
DIN:01451912

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

As required by Section 102 (1) of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relation to the business mentioned under item No. 1, 2 and 3 of the accompanying Notice:

### **Item 1**

In view of commencement of additional business activities, it is proposed to addition in the object clause of the Memorandum of Association of the Company.

Further, the Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and also to rename the Clause III (A) and III (B) of the Object Clause.

The following sub clause be inserted in clause no III (A) after sub clause 10 of main clause of Memorandum of Association

The Additional Object of the company will be as per clause III (A) of the Memorandum of Association of Company.

27. To carry out business of manufacture, assemble produce, import, export, buy, stockist, agent and dealers and spare parts, components and to run service and maintenance centre in all kinds of vehicles.
28. To prepare, manufacture, marketer, trade, import, export, improve, process, distribute, sub – distribute, sell and carry on the business as franchisee, hawkers of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables.
29. To start dermat/Skin clinic in Mumbai and other parts of India and abroad thereafter.

A copy of the proposed MOA and AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any

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working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the last day of E-voting.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

**Registered Office:**

Flat No.2,Groun Floor, Juhu Aradhana  
Co. Operative Housing Society, Juhu  
Lane, Andheri (West)., Mumbai City,  
Maharashtra, India, 400058

By Order of the Board of Directors  
**For Mitshi India Limited**

**Place:** Mumbai  
**Date:** 20/12/2023

Sd/-  
Kumar Shah  
Managing Director  
DIN:01451912