

MITSHI INDIA LIMITED

(FORMERLY DERA PAINTS & CHEMICALS LIMITED)

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

Phone: 022-26707500 CIN:- U91100MH1990PLC057373 Website: www.mitshi.in Email:-mitshi.india@gmail.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS (“EGM”) OF MITSHI INDIA LIMITED WILL BE HELD ON SATURDAY, 24TH MARCH, 2018 AT 21, UNGALI CHAAT, OPP SUNSRISHTI BLDG, SAKI VIHAR ROAD, POWAI, MUMBAI - 400 072 AT 9.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1) TO MAKE INVESTMENT(S) IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:

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 186 of the Companies Act, 2013 read with Rule 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies, as may be necessary and the articles of association of the Company, the consent of the members of Company be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee constituted or hereinafter constituted by the Board of Directors, or any person(s) authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution) for giving or making loans, advances, acquiring by way of subscription, purchase or otherwise, invest, from time to time, in shares and other securities of listed and un-listed Companies/body corporate, units of mutual funds, debt securities, and Government securities on such terms and conditions as may be deemed fit by the Board of Directors, notwithstanding that such investments together with all other investment(s) so far made in all other bodies corporate, shall exceed the limits prescribed under Section 186(3) of the Companies Act, 2013, subject to the overall limit of INR 20,00,00,000 (INR Twenty Crores only) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of Directors, the managing director, the manager or any other principal officer of the Company as the Board of Directors may deem fit, to give effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized on behalf of the Company to negotiate, finalize and execute all necessary documents, agreements, deeds and to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

2) **TO SELL, LEASE OR OTHERWISE DISPOSE OFF WHOLE OR SUBSTANTIALLY WHOLE OF ANY OF UNDERTAKING/S 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), to lease, sell, transfer/divest, convey, assign or otherwise dispose-off, the Company’s investment (both present and future), the Company’s tangible/intangible assets, immovable/movable property/ies/undertaking/s, as the case may be, including but not limited to an undertaking named “TAAZA KITCHEN” or any other immovable/movable property/ies/undertaking/s as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company, notwithstanding that such leasing, selling, transferring/divesting, conveying, assigning or otherwise disposing-off, the Company’s investment (both present and future), the Company’s immovable/movable property/ies/undertaking/s, as the case may be, shall exceed the limits prescribed under Section 180(1)(a) of the Companies Act, 2013, subject to the overall limit of INR 20,00,00,000 (INR Twenty Crores only) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/assignee(s), developer as the case may be, of the said property/asset, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By order of the Board of Directors
Mitshi India Limited

Kumar V. Shah
Chairman and Managing Director
(DIN: 01451912)

Registered Office:

Flat no.2, Juhu Aradhana CHS ltd,
Juhu Lane, Mumbai 400 058

Place: Mumbai

Date: 01.03.2018

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the EGM.
5. Members/ Proxies / Authorised Representatives are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on the cut-off-date i.e. 19/03/2018.
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. Members seeking any information with regard to the resolutions are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code is INE844DO1017.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested

to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

a) **info@adroticorporate.com/ contact@mitshi.in**

The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of **CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)** to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evotingindia.com during the following voting period:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on 21/03/2018 at 9.00 A.M. and ends on 23/03/2018 at 5.00 P.M.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19/03/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The company has engaged the services of **CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)** as the Authorized Agency to provide e-voting facilities.

The company has appointed Mr. Jignesh Pandya, Practicing Company Secretary as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

To make investment(s) in excess of limits specified under section 186 of Companies Act, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making an investment in other company/ies or bodies corporate or granting loans, giving the guarantee or providing security to other persons or other body corporate as and when required.

The Company intends to enter into various business like “general merchandise (vast products) (fruits and vegetables) by on line/off line, logistics-warehousing, taxi-travel and connected services, on line e solution for payment and related wallet activities, computer and related activates and other activity stated in the main object of the company. For the said business, Company would like to incorporate subsidiary companies. In view of the accumulated losses, the Company can invest in any entity only after the same is approved by members.

Pursuant to the provisions of section 186 (3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made exceeding sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is more.

Accordingly, a special resolution is proposed at item no. 1 of the notice of the meeting, seeking approval of members for the said investments by the Company. As the Company intends to get in to many activities, it may incorporate one or more subsidiary company for the same or invest in various other companies/body corporate. Hence, the approval of members is sought for investment of total amount not exceeding INR. 20 Crores (INR. Twenty Crores).

Necessary resolution has been provided for the same at Item No.1 of the Notice. Your Directors recommend passing of the said resolution as a special resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 2:

To sell, lease or otherwise dispose-off whole or substantially whole of any of undertaking/s of the company:

As per provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited

balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the Company’s investments (both present and future), tangible/intangible assets, immovable/movable property/ies/undertaking/s as the case may be, including but not limited to an undertaking named “TAAZA KITCHEN” or any other immovable/movable property/ies/undertaking/s as may be determined by the Board as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. Further, the Company intends to transfer the stakes in present/future subsidiaries or other investments which may be beneficial to the company. Hence, the approval of members is sought sale/transfer of investments of total amount not exceeding INR. 20 Crores (INR. Twenty Crores). Hence, your Directors recommend passing of the said resolution as a special resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the proposed resolution.

**By order of the Board of Directors
Mitshi India Limited**

**Kumar V. Shah
Chairman and Managing Director
(DIN: 01451912)**

Registered Office:

Flat no.2, Juhu Aradhana CHS Ltd,
Juhu Lane, Mumbai 400 058

Place: Mumbai

Date: 01/03/2018