

# MERCURY EV-TECH LIMITED

(Formerly known as Mercury Metals Limited)

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**Date:** December 26, 2023

**To**  
**BSE Ltd.**  
P. J. Towers  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

**Sub: Postal Ballot Notice Dated December 23, 2023**  
**Scrip Code: 531357**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Postal Ballot Notice dated December 23, 2023 ("Postal Ballot Notice"), along with the explanatory statement, as sent to the shareholders on December 26, 2023 through electronic mode to those shareholders, whose e-mail addresses are registered with the Depositories/Depository Participant(s)/Company as on the Cut-Off date i.e. December 15, 2023, seeking approval in respect Special Businesses as set out in the Notice.

The remote e-voting period commences from Wednesday, December 27, 2023 at 9.00 A.M. IST and will end on Thursday, January 25, 2024 at 05.00 P.M. IST


The Notice of Postal Ballot is made available on the website of the Company at <http://www.mercurymetals.in/wp-content/uploads/2023/12/Notice-of-Postal-Ballot.pdf>

Please take the same on your record.

Yours faithfully,

**For, Mercury Ev-Tech Limited**  
**(Formerly known as MERCUEY METALS LIMITED)**

KAVIT JAYESHBHAI  
THAKKAR

 Digitally signed by KAVIT  
JAYESHBHAI THAKKAR  
Date: 2023.12.26 18:58:19 +05'30'

**KAVIT J. THAKKAR**  
**DIRECTOR & CEO**  
**(DIN: 06576294)**

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**Reg. Office :** 367-368, GIDC Por, Por, Vadodara - 391243

**CIN :** L27109GJ1986PLC008770

**Email – [info@mercurymetals.in](mailto:info@mercurymetals.in) Phone : 0265- 2222 777**



## MERCURY EV-TECH LIMITED

(Formerly known as Mercury Metals Limited)

Registered Office: 367-368, GIDC, Por, Village: Por, Taluka: Vadodara-391243, Gujarat  
Phone No.: +919824500224 Email: [info@mercurymetals.in](mailto:info@mercurymetals.in)  
CIN: L27109GJ1986PLC008770 Website: [www.mercurymetals.in](http://www.mercurymetals.in)

### POSTAL BALLOT NOTICE

### [PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

Notice is hereby given to the members of **M/s. Mercury Ev-Tech Limited (Formerly known as Mercury Metals Limited)** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars"), and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("Circular") and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed by the members of the **Mercury Ev-Tech Limited (Formerly known as Mercury Metals Limited)** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In accordance with MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting period shall commence at **9.00 A.M. (IST) on Wednesday, December 27, 2023** and shall end at **5.00 p.m. (IST) on Thursday, January 25, 2024**. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Saturday, January 27, 2024 by 6:00 p.m. at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website and will be communicated to stock exchange, i.e. BSE Limited (BSE) where Equity Shares of the Company are listed.

The Board of Directors of the Company, at its meeting held on Saturday, 23<sup>rd</sup> December, 2023 has appointed Mr. Vishwas Sharma, Practicing Company Secretary (COP 16942), as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner

The resolution for the purpose as stated herein below is proposed to be passed by remote e-voting:

#### **SPECIAL BUSINESSES:**

#### **RESOLUTION NO. 1: TO CONSIDER AND APPROVE APPOINTMENT OF MR. DINESH KUMAR SINHA (DIN: 10322097) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company Mr. Dinesh Kumar Sinha (DIN: 10322097), who was appointed as an Additional Director on the Board of the Company with effect from October 26, 2023 pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from October 26, 2023 to October 25, 2028 and he will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

#### **RESOLUTION NO. 2: TO CONSIDER AND APPROVE APPOINTMENT OF MR. SACHIN SHIVAJI WAGH (DIN: 01056774) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company Mr. Sachin Shivaji Wagh (DIN: 01056774), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from January 25, 2024 to January 24, 2029 and he will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**RESOLUTION NO. 3: TO CONSIDER AND APPROVE APPOINTMENT OF MR. LALIT VITTHAL WAANKHEDE (DIN: 00556938) AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in accordance with the provisions Section 149, 152 and any other applicable provisions of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Lalit Vitthal Waankhede (DIN: 00556938), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Lalit Vitthal Waankhede for the office of the Director of the company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination for retirement by rotation as per the details set out in the explanatory statement annexed to this notice.”

**RESOLVED FURTHER THAT** Mr. Kavith Jayeshbhai Thakkar (DIN:06576294), Director & CEO of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution.”

By the order of the Board  
**For, Mercury Ev-Tech Limited**  
**(Formerly known as MERCURY METALS LIMITED)**

**DATE:** 23/12/2023

**PLACE:** VADODARA

**Registered Office:** -

367-368, Gidc, Por,

Village: Por, Taluka:

Vadodara

Vadodara-391243, Gujarat

Sd/-  
**KAVITH JAYESHBHAI THAKKAR**  
**CEO & DIRECTOR**  
**(DIN: 06576294)**

## **Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above mentioned Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. The Brief profile regarding appointment/ re-appointment of Directors in terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as Annexure to this Notice.
3. The Board of Directors of the Company has appointed Mr. Vishwas Sharma, Proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries as a Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”) the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. Friday, December 15, 2023 will receive the Notice through electronic mode.
5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at [www.mercurymetals.in](http://www.mercurymetals.in).
6. A Member cannot exercise his vote by proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Kavita J. Thakkar, CEO & Director of the Company at the Registered office of the Company at 367-368, GIDC, Por, Village: Por, Taluka: Vadodara-391243, Gujarat or by sending an e-mail at [info@mercurymetals.in](mailto:info@mercurymetals.in).
9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form. Detailed instructions on E-voting are given as under in Note No. 11.
10. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, December 15, 2023 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
11. **The Procedure and instructions for members for voting electronically under Postal Ballot are as under:**
  - (i) The Voting period begins on E-voting shall **commence on Wednesday, December 27, 2023 at 9.00 A.M. (IST) and end on Thursday, January 25, 2024 at 5.00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, December 15, 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 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. 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 CDSL Depository	<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 the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>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></li> <li>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 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use ForgetUser 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**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 NSDL	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.

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

- 1) The shareholders shall log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders/Members” tab.

- 3) Now Enter your User ID
  - a. For CDSL:16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 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 Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter. 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details Field as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <MERCURY EV-TECH LIMITED > on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



**(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**

- ❑ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ❑ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ❑ 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.

**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.
- (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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny remote e- voting, and the results of the voting by Postal Ballot will be announced on Saturday, January 27, 2024 on or before 6.00 p.m..
- (xxii) The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
- (xxiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.mercurymetals.in](http://www.mercurymetals.in) and on the website of CSDL 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 Exchanges.
- (xxiv) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Thursday, January 25, 2024.

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING**

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

S.N.	Name of Director	Mr. Dinesh Kumar Sinha	Mr. Sachin Shivaj Wagh	Mr. Lalit Vitthal Waankhede
1.	DIN	10322097	01056774	00556938
2.	Age /Date of Birth	02/10/1954	15/05/1976	10/12/1970
3.	Date of Appointment	October 26, 2023	Deemed date of passing of shareholders resolution i.e. January 25, 2024	Deemed date of passing of shareholders resolution i.e. January 25, 2024
4.	Qualification	Mr. Dineshkumar Sinha is Post Diploma in Sales and Marketing management and Diploma in Automobile Engineering. He has total experience of 45 years. He is Consultant to numbers of Automobile companies involved in manufacturing and marketing of Electric / Petrol 3 - wheelers and electric two wheelers besides Attached to Mahindra First Choice services as Network development Advisor. He is also Human resource consultant to M/s Precision tune a multi brand car workshop, Nigeria.	Mr. Sachin Shivaji Wagh has completed his MBA in Finance from Maharashtra having experience of 26 years in the field of He has an experience in the field of Finance and business management. He has a vast experience of raising the funds of Working Capital Finance, Project Term loans etc.	Mr. Lalit Vitthal Wankhede has completed his B.tech & LCA from Indian Institute of Technology, Mumbai, a professional Engineer since 28 years in the field of in Design, Development, Techno Commercial Operations & General Management. Having competence in proven record of accomplishment of handling green field project and establishing Independent profit centre for Multi-national Company from scratch.
5.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Dineshkumar Sinha fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and	Mr. Sachin Shivaji Wagh fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and	Not Applicable

		possesses appropriate skills, experience and knowledge.	knowledge.	
6.	Directorship	NIL	1. Yogi Limited	NIL
7.	Memberships Chairmanships Companies	NIL	Chairman of Audit Committee, Nomination Remuneration Committee and Stakeholder Relationship Committee of Yogi Limited,	NIL
8.	Number of shares held in the company	NIL	NIL	NIL
9.	Relationship with any Director(s) of the Company	Mr. Dineshkumar Sinha is not related to any Director on the Board.	Mr. Sachin Shivaji Wagh is not related to any Director on the Board.	Mr. Lalit Vithhal Wankhede is not related to any Director on the Board.

**\*Pvt. Companies excluded**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) at its meeting held on October 26, 2023 had appointed Mr. Dinesh Kumar Sinha (DIN: 10322097) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the “Act”) and Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from October 26, 2023, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further pursuant to Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of Members for appointment of a person in the Board of Directors is obtain at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Dinesh Kumar Sinha (DIN: 10322097) would require approval of members of the Company on or before January 25, 2024.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Dinesh Kumar Sinha as a Director. Mr. Dinesh Kumar Sinha has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors, Mr. Dinesh Kumar Sinha fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Dinesh Kumar Sinha has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Dinesh Kumar Sinha has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Dinesh Kumar Sinha will not be liable to determination by retirement of directors by rotation at the Extra Ordinary General Meeting.

The NRC has reviewed the capabilities of Mr. Dinesh Kumar Sinha vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Dinesh Kumar Sinha as an Independent Director, for a term of 5 (five) consecutive years effective from October 26, 2023.

In the opinion of NRC and the Board, Mr. Dinesh Kumar Sinha possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Dinesh Kumar Sinha as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from October 26, 2023, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Dinesh Kumar Sinha setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to [info@mercurymetals.in](mailto:info@mercurymetals.in).

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Dinesh Kumar Sinha whom this resolution relates along with and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO.: 2:**

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) has recommended the appointment of Mr. Sachin Shivaji Wagh (01056774) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from January 25, 2024, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Sachin Shivaji Wagh as a Director. Mr. Sachin Shivaji Wagh has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors, Mr. Sachin Shivaji Wagh fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Sachin Shivaji Wagh has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Dinesh Kumar Sinha has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Sachin Shivaji Wagh will not be liable to determination by retirement of directors by rotation at the Extra Ordinary General Meeting.

The NRC has reviewed the capabilities of Mr. Sachin Shivaji Wagh vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Sachin Shivaji Wagh as an Independent Director, for a term of 5 (five) consecutive years effective from January 25, 2024.

In the opinion of NRC and the Board, Mr. Sachin Shivaji Wagh possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Sachin Shivaji Wagh as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from January 25, 2024, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Sachin Shivaji Wagh setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to info@mercurymetals.in.

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Sachin Shivaji Wagh whom this resolution relates along with and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### **ITEM NO. 3:**

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board has recommended the appointment of Mr. Lalit Vitthal Waankhede (DIN: 00556938) as a Director of the Company. With respect to the same due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Lalit Vitthal Waankhede by the Company. Mr. Lalit Vitthal Waankhede consented to the proposed appointment and declared qualified.

The Brief profile of Mr. Lalit Vitthal Waankhede in terms of Regulation 36 (3) of the Listing Regulations are provided as Annexure to this Notice.

Considering the knowledge and experience of Mr. Lalit Vitthal Waankhede the Board in consonance with Nomination and Remuneration Committee is of the opinion that the appointment and presence of Mr. Lalit Vitthal Waankhede on the Board will be desirable, beneficial and in the best interest of the Company.

The Board recommends the resolution set out in Item no. 3 of the accompanying Notice for approval and adoption of the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested, financially or otherwise, either directly or indirectly, except Mr. Lalit Vitthal Waankhede upto the extent of their shareholding in the Company if any, in the proposed Ordinary Resolution mentioned at Item No. 3 of the Notice is concerned or interested in the proposed resolution.

By the order of the Board  
**For, Mercury Ev-Tech Limited**  
**(Formerly known as MERCUEY METALS LIMITED)**

Sd/-  
**KAVIT JAYESHBHAI THAKKAR**  
**CEO & DIRECTOR**  
**(DIN: 0657629)**

**DATE: 23/12/2023**

**PLACE: VADODARA**

**Registered Office: -**  
367-368, Gidc, Por,  
Village: Por, Taluka:  
VadodaraVadodara-391243,  
Gujarat