

**NOTICE**

Notice is hereby given that the 55<sup>th</sup> Annual General Meeting of the Members of Sri Narayan Rajkumar Merchants Limited will be held on Friday, September 29, 2023 at 02:00 P.M. at the Registered Office of the Company, Room No. 107, 1<sup>st</sup> Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700 001 to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Veena Aggarwal (DIN: 00060415), who retires by rotation being not-eligible, does offers herself for re- appointment.
3. To appoint M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi as the Statutory Auditors in place of M/s Charanjit Singh & Associates.

“**RESOLVED THAT** pursuant to Section 139, 141 and 142 of Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 and any other provisions applicable(including any statutory modification(s) or re-enactments thereof for the time being in force),M/s Sharad Jain & Company, Chartered Accountants (FRN: 019054N), New Delhi be and is hereby appointed as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this 55<sup>th</sup>Annual General Meeting till the conclusion of 60<sup>th</sup> (Sixtyeth) Annual General Meeting to be held in the year 2028, at a remuneration of Rs. 40,000/- ( Rupees Forty Thousand only) per annum.

**SPECIAL BUSINESS:**

4. To appoint **Smt. Geetika Gupta (DIN: 08793806)** as a Woman Director liable to retire by rotation and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“ Resolved that pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Listing Regulations 2015, **Smt. Geetika Gupta (DIN: 08793806)**, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a **Woman Director (Non-Executive-Non-Independent)** of the Company liable to retire by rotation.”

5. To appoint Shri **Nagendra Pratap Singh (DIN10301481)** as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“ Resolved that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the

time being in force) and Regulation 17 of the Listing Regulations 2015, Shri Nagendra Pratap Singh (DIN:10301481), who was appointed as an Additional Director (Non-Executive Independent Category) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a **Non Executive Independent Director** of the Company to hold office for a term of 5(five) years commencing on April 04, 2023 and ending upto April 03, 2028.”

6. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution**:

“ RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1<sup>st</sup> April, 2022 upto a maximum amount per annum as specified herein below:

<b>MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL, 2023.</b>					
<b>Rs in Crores</b>					
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :	<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>				Others
	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services ; Appointment of any agent for purchase or sale of goods; materials, services or property,	
Sh. V.K. Sureka, Managing Director and Smt. Veena Agarwal, Director being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP					
<b>COMPANIES</b>					
Mauria Udyog Ltd.	20	20	05	20	10
Shri Narayan Steel Industries Pvt. Ltd.	0.50	0.50	0.50	0.50	01
Bihariji Ispat Udyog Ltd.	02	02	02	02	05
Chakra Exports Pvt. Ltd.	0.25	0.25	0.25	0.25	0.25
Jotindra Steel & Tubes Ltd.	02	02	02	02	05
Modgen Fashions Pvt. Ltd.	0.50	0.50	0.50	0.50	01
Quality Synthetic Industries Ltd.	01	01	01	01	05
Ram Forgings Pvt. Ltd.	0.25	0.25	0.25	0.25	0.25

Taanz Fashions India Pvt. Ltd.	01	01	01	01	01
Vee Em Infocentre Private Limited	01	01	01	01	01
Bihariji Infotech Private Ltd.	01	01	01	01	01
JST Engineering Services Ltd.	01	01	01	01	01
Bhama Properties Private Limited	0.25	0.25	0.25	0.25	01
<b>TRUST SOCIETY/FIRMS/ LLP/ SUBSIDIARIES/JOINT VENTURES</b>	01	01	01	01	05
<b>Directors/KMPs/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013</b>	05	05	02	02	05
<b>Note:</b> Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

Further “ Resolved that for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

By Order of the Board  
SRI NARAYAN RAJKUMAR MERCHANTS LIMITED

Shweta Agarwal  
Company Secretary  
**Registered Office:**

Room No. 107, Anand Jyoti Building,  
1<sup>st</sup> Floor, 41, Netaji Subhash Road,  
Kolkata, West Bengal-700001  
CIN: L51109WB1968PLC027338

**Date: September 04, 2023**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING(HEREINAFTER REFERRED AS “THE MEETING”/”AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten 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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being **Wednesday, 22<sup>nd</sup> September, 2023** or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. The Register of members and share transfer books of the Company will remain closed from **Saturday, 23<sup>rd</sup> September, 2023 to Friday the 29<sup>th</sup> September, 2023** (both days inclusive).
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. SEBI mandates transfers of securities only in dematerialized mode vide Notification No.: SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
6. SEBI mandates updation of Shareholders' PAN and Bank details vide SEBI Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/24 dated June 08, 2018. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
7. 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 their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
8. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
9. All the documents referred to in the notice will be available for inspection at the Company's registered office during normal business hours on all working days upto the date of AGM. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013 (Act), and the Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
10. Members whose shareholding is in electronic mode are requested to direct change of address, contact details and bank account details, in case of change, to their respective depository participant(s). Members holding shares in physical form are requested to update their addresses and contact details with the Registrar and Share Transfer Agent of the Company, if there is any change.
11. In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company forwarded soft copies of all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also available on the

Company's Website at [www.snmerchant.com](http://www.snmerchant.com). All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at [snmerchant@gmail.com](mailto:snmerchant@gmail.com) quoting their folio number(s) or their DP/ CLIENT IDs.

12. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

**13. Voting through electronic means:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of National Securities Depository Limited (NDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have exercised their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors have appointed **CS Jyoti Arya, Practicing Company Secretaries Membership No.-A-48050,COP NO,-17651, New Delhi** as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) in the meeting is **Friday, 22<sup>nd</sup> September, 2023**.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
<b>Tuesday, 26<sup>th</sup> September, 2023 at 09.00 A.M</b>	<b>Thursday, 28<sup>th</sup> September, 2023 at 5.00 P.M.</b>

- i. Any member, who have cast his/her/its vote through remote e-voting, may participate in the annual general meeting but shall not be allowed to vote at the AGM

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

The remote e-voting period begins on Tuesday, 26<sup>th</sup> September, 2023 at 09.00 A.M. and ends on, Thursday, 28<sup>th</sup> September, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22<sup>nd</sup> September, 2023.

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

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





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

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>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</li></ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</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 link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After</li> </ol>

	successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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
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 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at*



<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcsjyotiarya@gmail.com](mailto:pcsjyotiarya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.**

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Ms. Pallavi Mhatre- Senior Manager** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [snrmerchant@gmail.com](mailto:snrmerchant@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [snrmerchant@gmail.com](mailto:snrmerchant@gmail.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT:**

**(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), attached to the Notice dated 04<sup>th</sup> September, 2023 convening the 55<sup>th</sup> Annual General Meeting)**

**ORDINARY BUSINESS:**

**Item No. 3**

**Ordinary Resolution**

The Members of the Company at the 52<sup>nd</sup> Annual General Meeting (‘AGM’) held on September 29, 2020 had approved the appointment of M/s Charanjit Singh & Associates, Chartered Accountants, Mohali, as the Auditors of the Company for a period of 5 (five) years from the conclusion of the said

AGM. M/s Charanjit Singh & Associates has tendered their resignation as the Statutory Auditors of the Company vide their letter dt. 13<sup>th</sup> August, 2023. The present remuneration of M/s Charanjit Singh & Associates for conducting the audit for financial year 2022-23, as approved by the Members, is Rs. 30,000 (Rupees Thousand only) plus goods and service tax as applicable,

**Reason for Resignation:** Due to pre-occupation in other professional assignments, M/s Charanjit Singh & Associates are not in a position to devote further time to the affairs of the company.

The Board of Directors of the Company ('the Board'), on recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi, as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of this 55<sup>th</sup> AGM till the conclusion of the 60<sup>th</sup> ( Sixtyth) AGM to be held in the year 2028. On recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of Rupees 40,000/ (Forty-Thousand only) plus goods and service tax as applicable.

The Committee considered various parameters like capability to serve in a diverse and complex business landscape, audit experience in the Company's operating segments, exposure to non-banking financial company, market standing of the firm, clientele served, technical knowledge etc., and found M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi, to be well suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi have given their consent to act as the Auditors of the Company and have confirmed the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board therefore, recommends the Resolution under reference for the approval of shareholders

**SPECIAL BUSINESS:**

**Item no.-4**

**Ordinary Resolution**

The Board of Directors of the Company, pursuant to the provisions of section 161(1) of the Act, and the Articles of Association of the Company, appointed **Smt. Geetika Gupta (DIN: 08793806)** as an Additional Director –Woman of the Company with effect from September 04, 2023.

In terms of the provisions of Section 161(1) of the Act, **Smt. Geetika Gupta (DIN: 08793806)** holds office upto the date of the ensuing Annual General Meeting.

**Smt. Geetika Gupta** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief resume of Smt. Geetika Gupta, nature of her expertise in specific functional areas and the names of companies in which she holds directorship and membership/chairmanships of Board committees,

shareholding and relationship between directors *inter-se* as stipulated under clause 17 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Smt. Geetika Gupta is appointed as a Woman Director who shall be liable to retire by rotation under the provisions of Section 149 and 152 of the Companies Act, 2013 read with Companies(Appointment and Qualification of Directors)Rules, 2014.

Shri Gopal Gupta the Chief Financial Officer (CFO) of the Company who is her relative being spouse and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Smt. Geetika Gupta.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.4 for approval by the shareholders.

#### **Item no.-5**

#### **Special Resolution**

The Board of Directors of the Company, pursuant to the provisions of section 161(1) of the Act, and the Articles of Association of the Company, appointed Shri Nagendra Pratap Singh as an Additional Director of the Company with effect from 04<sup>th</sup> September, 2023.

In terms of the provisions of Section 161(1) of the Act, Shri Archit Kataruka would hold office upto the date of the ensuing Annual General Meeting.

Shri Nagendra Pratap Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5(five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri Nagendra Pratap Singh that he meets with the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Board of Directors believe that Shri Nagendra Pratap Singh possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Shri N. P. Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Archit Kataruka is independent of the management.

Brief resume of Shri Nagendra Pratap Singh, nature of his expertise in specific functional areas and the names of companies in which he holds directorship and membership/chairmanships of Board committees, shareholding and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Nagendra Pratap Singh is appointed as an Independent Director.

Copy of the draft letter of appointment of Shri Nagendra Pratap Singh as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Shri Nagendra Pratap Singh and his relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. for approval by the shareholders.

**Item No. 6**  
**Ordinary Resolution**

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2022-23 and beyond depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given in Resolution No. 04 under Special Business of the Notice in the tabular format for the kind perusal of the members.

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such Ordinary resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting and recommends the Resolution as set out in the Notice for the approval of members of the Company as an Ordinary Resolution.

**SRI NARAYAN RAJKUMAR MERCHNATS LIMITED**  
**CIN: L51109WB1968PLC027338**

**55<sup>th</sup> AGM**

Also, it is to note that all entities falling under the related parties shall not vote to approve the transaction as set out at Item no. 06, irrespective whether the entity is party to the said transaction or not.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director or any other person is concerned or interested in the Resolution.

By Order of the Board  
SRI NARAYAN RAJKUMAR MERCHANTS LIMITED  
Sd/-

Shweta Agarwal  
Company Secretary

**Registered Office:**  
Room No. 107, Anand Jyoti Building,  
1<sup>st</sup> Floor, 41, Netaji Subhash Road,  
Kolkata, West Bengal-700001  
CIN: L51109WB1968PLC027338

**Date: September 04, 2023**

**ANNEXURE**

**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER IS FURNISHED AS BELOW:**

<b>Name of Directors</b>	<b>Smt. Geetika Gupta</b>	<b>SH. N.P. SINGH</b>
DIN	08793806	10301481
Date of Birth	28/04/1978	02/02/1969
Date of First Appointment	04/09/2023	04/09/2023
Qualification	Graduate	BA Punjab University LLB from Rohilkhand University
Expertise in specific functional area	General Management & human relations	Experience in the field of Law
Relation with other Directors	Not Related to any Directors of the company. However, related to the CFO of the company as his spouse	Not Related to any Directors of the company
List of other public companies in which directorship held (including foreign Companies)	Nil	Nil
Chairman/ Member of the Committee of Board of Directors of other public Companies	Nil	Nil
Shareholding in the Company	Nil	Nil



**Proxy Form (Form No. MGT-11)**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)**

Name of the Member(s)
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

I/We, being the member(s) of and holding.....shares of the above named company, hereby appoint

1. Name:..... of (Address).....having Email Id:.....  
 Signature:....., or failing him
2. Name:.....of (Address).....having Email Id:.....  
 Signature:....., or failing him
3. Name:.....of (Address).....having Email Id:.....  
 Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2023 at 02:00 P.M at the Registered Office of the Company at Room No. 107, 1st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	To adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Smt. Veena Aggarwal (DIN: 00060415), who retires by rotation and, being eligible, offers herself for re- appointment.		
3.	To appoint M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi as the Statutory Auditors in place of M/s Charanjit Singh & Associates, who have resigned.		
<b>SPECIAL BUSINESS</b>			
4.	To appoint Smt. Geetika Gupta (DIN: 08793806) as a Director liable to retire by rotation		
5.	To appoint Shri N.P. Singh (DIN: DIN:10301481) as an Independent Director		
6.	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013		

Signed this .....day of .....2023

Signature of shareholder

Affix Revenue Stamp
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Signature of first proxy holder

signature of second proxy holder

signature of third proxy holder

**Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**2. It is optional to indicate your preference. If you leave the “For” or “Against” column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**

## **Attendance Slip**

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 55<sup>th</sup> Annual General Meeting held at Room No. 107, 1st Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata-700 001 at 02:00 P.M.

Member's/proxy's Name \_\_\_\_\_

Member's/proxy's Signature \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Folio No./DP Id No\*/ Client Id Number\* \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

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### **NOTICE**

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.
4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.

Form No. MGT- 12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

**Name of the Company: Sri Narayan Rajkumar Merchants Limited**  
**Registered Office: Room No.-107, 1<sup>st</sup> Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata -700 001. (West Bengal)**  
**CIN: L51109WB1968PLC027338**

**BALLOT PAPER**

S No	Particulars	Details
1	Name of the first named Shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares of Rs. 10/- each

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS:</b>				
<b>Ordinary Resolution</b>				
1	To adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Smt. Veena Aggarwal.(DIN: 00060415), who retires by rotation and, being eligible, offers himself for re- appointment			
3	To appoint M/s Sharad Jain & Company, Chartered Accountants (FRN:019054N), New Delhi as the Statutory Auditors in place of M/s Charanjit Singh & Associates, who have resigned.			
<b>SPECIAL BUSINESS:</b>				
<b>Special Resolution</b>				
4.	To appoint Smt. Geetika Gupta (DIN: 08793806) as a Director liable to retire by rotation			
5.	To appoint Shri N.P. Singh (DIN:10301481) as an Independent Director			
6.	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013			

Place:

Date:

(Signature of the shareholder)

**NOTES/INSTRUCTIONS**

**For Members opting for e-voting**

The Company is pleased to announce that it is offering remote e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of voting at the venue of AGM through physical ballots. For the procedure to be followed for remote e-voting by Members, kindly refer to Notes 13 of the Notice dated September 04, 2023.

Last date for remote e-voting is the close of working hours (05:00 P.M.) on Thursday, September 28, 2023.

**For Members opting to vote by Physical Ballot**

A shareholder desiring to exercise his/her vote by physical ballot are required to be physically present at the venue of the AGM and can give his/her assent or dissent in the ballot paper attached herewith the Notice of AGM. At the time of physical voting at the venue of the AGM, the ballot paper shall be duly filled and completed and be dropped in the ballot box kept at the AGM venue. Company has appointed a scrutinizer for confirming that the voting through physical ballot paper is being done in a fair and transparent manner. Shareholder can send proxy as well instead of attending the AGM personally and the proxy can vote on his/her behalf. Proxy can vote only after submitting duly filled and signed Proxy Forms. Shareholder/Proxy are requested to bring alongwith them, the attendance slip, Proxy Form(only in case Proxy attends meeting) and his/her copy of Annual Report and Notice.

Voting rights shall be reckoned on the number of shares registered in the name of members as on 21<sup>st</sup> September, 2018.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot at the venue of AGM or Remote E- Voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared alongwith Scrutinizer's Report, shall be placed on the Company's Web-site [www.snrmerchant.com](http://www.snrmerchant.com) and on the web-site of the CDSL within two working days from the date of passing of the Resolutions at AGM of the Company to be held on Friday 29<sup>th</sup> September, 2023 and communicated to the MSEI & CSE where the shares of the company are listed.