MANSOON TRADING COMPANY LIMITED CIN: L99999MH1985PLC035905

Regd. Office: Commerce House, 4th Floor, 3, Currimbhoy Road, Ballard Estate, Mumbai 400 001

Website: www.mansoontrading.co.in Email: mansoontradingltd@gmail.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Mansoon Trading Company Limited will be held at First Floor, Devidayal Main Building, Gupta Mills Estate, Reay Road, (East), Mumbai 400 010 on Tuesday, 28th March, 2023 at 11.30 am to transact the following business:

Special Business:

1. To consider and if thought fit, to pass, with or without modification(s) the following resolution as SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provision, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, read with Schedule IV of the Act and regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force) and the Articles of Associations of the Company and based on the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Anil Londhe (DIN-08148557) by the Board of Directors of the Company as an Additional Director (Non-Executive Independent Director) of the Company in terms of section 161 of the Act with effect from 1st March, 2023 and who meets the criteria of Independence as provided under section 149(6) of the Act, along with the rules framed thereunder and regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby approved as an Non-Executive Independent Director of the Company for the term of Five consecutive years commencing from 1st March, 2023 up to 29th February. 2028 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution"

2. To consider and if thought fit, the pass, with or without modification, the following resolution as SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s) / Regulation(s) made thereunder, including amendment(s), statutory modification(s) and / or reenactment thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Suresh Chandra Tapuriah (DIN-00372526), who has attained the age exceeding 75 years, as Non-Executive Independent Director till the expiry of his current terms till 30th September, 2025

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to effect to this resolution"

3. To consider and if thought fit, the pass, with or without modification, the following resolution as SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s) / Regulation(s) made thereunder, including amendment(s), statutory modification(s) and / or reenactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Pradeep Kumar Jajodia (DIN-00376220), who has attained the age exceeding 75 years, as Non-Executive Non-Independent Director.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to effect to this resolution"

4. To consider and if thought fit, the pass, with or without modification, the following resolution as SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s) / Regulation(s) made thereunder, including amendment(s), statutory modification(s) and / or reenactment thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Sunil Kumar Daga (DIN-00441579), who has attained the age exceeding 75 years, as Non-Executive Independent Director till the expiry of his current terms till 30th September, 2025.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to effect to this resolution"

By order of the Board of Directors

Mansoon Trading Company Limited

Sd/-Vikas B. Kulkarni Director (DIN: 08180938)

Place: Mumbai Date: 01.03.2023

NOTES:

- 1. The explanatory statements pursuant to section 102 of the Companies Act, 2013 is annexed herewith
- 2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint proxy to attend and vote on his / her behalf and the proxy need not be the members of the Company.

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.

- 3. The Notice of EGM has been uploaded on the website of the Company www.mansoontrading.co.in. The same can be accessed and download from the website of Stock Exchange The BSE Limited at www.bseindia.com and from the website of National Securities Depository Limited at e-voting@nsdl.co.in.
- 4. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.

5. EVOTING:

- i) Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that all the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
- ii) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
- iii) The Board of Directors of the Company has appointed Mr. Girish Murarka, Proprietor of GIRISH MURARKA & CO. practicing Company Secretaries, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.

6. The instruction for shareholder for remote e-voting are as under

The way to vote electronically on NSDL e-voting system consist of Two Steps which are mentioned below:

Step 1 : Login to NSDL e-voting system at http://www.evoting.nsdl.com

- a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: http://www.evoting.nsdl.com either on your Personal Computer or on a mobile
- b) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder section
- c) A new screen will be open. You will have to enter your User ID, your Password and verification code as shown on the screen

Step 2 : Casting your vote electronally

d) User ID details are given below:

| Manner of holding shares ie Demat (NDSL or CDSL) | Your User ID is : |
|--|---|
| Or Physical | |
| a)For Members holds the share in Demate Account with NDSL | 8 character DP ID followed by 8 digit client ID for example your DP ID is IN300*** and your Client ID is 12***** then your User ID is IN300***12***** |
| b) For Members holds the share in Demate Account with CDSL | 16 digit Beneficiary ID. For example if your Beneficiary ID is 12********* then your User ID is 12********** |

- e) Your Password details are given below:
 - i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote
 - ii) If you are using NSDL e-voting system for the first time, your will need to retrieve the 'initial password', your need enter the initial password and the system will force you to change your password
 - iii) How to retrieve initial password?
 - a) If your email id is registered in your Demat Account or with the Company, the initial password is communication to you on your email id. Trace the email sent to you from NSDL from your email box. Open the email and open the attachment which is in PDF. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL Account, last 8 digit of your Client ID for CDSL Account
 - b) If your email id is not registered, your initial password will be communicated to you on your postal address
- f) If you are unable to retrieve or have not received your initial password or have forgotten the password - Click on 'Forgot user detail / password' (if you are holding the share in demat account with NSDL / CDSL) option available on www.evoting.nsdl.com
- g) After entering your password, Tick on Agree to "Terms and conditions" by selecting on the check box.
- h) Now you have to click on "Login" button
- i) After you click on Login button, home page of e-voting will open

Step 2: Cast your vote electronically on NSDL e-voting system

- a) After successful login at Step 1, you will be able to see Home Page of e-voting. Then click on Active voting cycle.
- b) After click on Active voting cycle, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- c) Select "EVEN" of the Company for which you wish to caste your vote
- d) Now you are ready for e-voting as the voting page opens
- e) Cast your vote by selecting appropriate option ie. Assent or Dissent, verify / modify Number of shares for which you cast your vote and click on submit and confirm when prompted
- f) After confirmation, Vote caste successfully will be displayed
- g) You can also take the print out of your votes caste by you, by clicking on the print out option on the confirmation page
- h) Once you confirm your vote on the resolution

7. GENERAL INFORMATION FOR THE SHAREHOLDERS

- a) The Voting rights of the members shall be in proportion to their shares fully paid equity capital as on the cutoff date 17th March, 2023
- b) The e-voting period commences on 25th March, 2023 commences at 9.00 am and ends on 27th March, 2023 at 5.00 pm. At the end of the voting period, the portal where votes are cast shall forthwith be blocked. The cutoff date for Remote e-voting is 17th March, 2023
- c) The Board of Directors has appointed M/s Girish Murarka & Co., Practicing Company Secretary, having Certificate of Practice No. 4576 as Scrutinizer to scrutinize the remote e-voting (including the Ballot Form received from the Members who do not have access to e-voting process) in fair and transparent manner.
- d) The Scrutinizer shall, immediately after the conclusion of voting at Extra-ordinary General Meeting, count the vote cast at the meeting and thereafter, unblock the vote cast through e-voting in presence of at least two witness not in the employment of the Company and submit, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total vote caste favour or against the resolution to the Chairman or any person authorized by him in writing.
- e) The Chairman or the Authorized Representative will declare the result of the voting (Evoting and voting through Ballot Paper). The Said Results and Scrutinizer's Report will be placed on the website of the Company
- 8. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means.

Name: - Ms. Neha Sanjeev Tulsyan

Designation:- Company Secretary and Compliance Officer

Address: Commerce House, 4th Floor, 3, Currimbhoy Road, Ballard Estate, Mumbai 400

001

Email id: mansoontradingltd@gmail.com

Phone No. 7738968832

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

ANNEXURE TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Item No.1:

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee (NRC), the Board of Directors has appointed Mr. Anil Londhe (DIN – 08148557) as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st March, 2023 for a term of five consecutive years commencing from 1st March, 2023 to 29th February, 2028 and he is eligible for to be appointed as a Director of the Company, not liable to retire by rotation, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further as per regulation 17(1C) of SEBI Listing Regulations, the listed Company shall ensure that approval of members for the appointment of person on the Board of Directors on the Board of Directors shall be taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Anil Londhe as a Non-Executive Independent Director of the Company for a term of five consecutive years commending from 1st March, 2023 to 29th February, 2028, not liable to retire by rotation.

The Company has received Notice from Member under section 160 of the Act proposing candidature of Mr. Anil Londhe for the Office of Director of the Company. The Company has received from Mr. Anil Londhe, the consent to act as a Director of the Company along with a Declaration to the effect that he is not disqualified from being appointed as Director as a Director in term of section 164 of the Act and he is not been debarred or disqualified from being appointed as a Director of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Anil Londhe confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Considering the knowledge, acumen, expertise and based on the recommendation of Nomination and Remuneration Committee, the Board consider that his skill, integrity, expertise and experience would be of immense benefit to the Company. In the opinion of the Board, Mr. Anil Londhe fulfil condition specified in the Act and in the SEBI Listing Regulations for the appointment as a Non-Executive Independent Director and is independent of the Management. During the tenure of his appointment, he shall not be liable to retire by rotation as provided under section 152(6) of the Act.

Your Directors recommended the said Resolution for approval of Members by way of Special Resolution.

Except, Mr. Anil Londhe and his relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 1 as set out in this Notice

Item No. 2:

The Nomination and Remuneration Committee at their meeting held on 01.03.2023, based on his skill, rich experience, knowledge and valuable guidance to the Management recommended continuation of the appointment of Mr. Suresh Chandra Tapuriah as Non-Executive Independent Director even though he has attained the age exceeding 75 years.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to avail his services even though he has attained the age exceeding 75 year.

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in this item for continuation of his appointment as Non-Executive Independent Director even though his age exceeding 75 years till the expiry of his current terms till 30th September, 2025.

Except, Mr. Suresh Chandra Tapuriah and his relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 2 as set out in this Notice

Item No. 3

The Nomination and Remuneration Committee at their meeting held on 01.03.2023 consider the Mr. Pradeep Kumar Jajodia (DIN-00376220) has been associated with the Company since 2nd July, 1991 and managed the affairs of the Company efficiently & fully compliant Company. The Committee recommended his current designation as Non-Executive & Non-Independent Director notwithstanding he has attained the age exceeding 75 years.

Based on the recommendation of Nomination and Remuneration Committee, the Board consider that continued association of Mr. Pradeep Kumar Jajodia would be immense benefit of the Company notwithstanding he has attained the age exceeding 75 years

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in this item for continuation of his appointment as Non-Executive & Non-Independent Director notwithstanding his age exceeding 75 years.

Except, Mr. Pradeep Kumar Jajodia and his relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 3 as set out in this Notice

Item No. 4:

The Nomination and Remuneration Committee at their meeting held on 01.03.2023, based on his expertise, rich experience, knowledge and valuable guidance to the Management recommended his continuation of the Appointment of Mr. Sunil Kumar Daga as Non-Executive Independent Director even though he has attained the age exceeding 75 years.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to avail his services even though he has attained the age exceeding 75 years.

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in this item for continuation of his appointment as Non-Executive Independent Director even though his age exceeding 75 years till the expiry of his current terms till 30th September, 2025.

Except, Mr. Sunil Kumar Daga and his relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 4 as set out in this Notice

By order of the Board of Directors Mansoon Trading Company Limited

Place: Mumbai Date::01.03.2023 Sd/-Vikas B. Kulkarni Managing Director (DIN: 08180938)

DISCLOSURE RELATING TO DIRECTOR PURSUANT TO SECTION 36(3) OF SEBI LODR REGULATIONS, 2015

| Name of the Director | Mr. Anil Londhe |
|---|---|
| DIN | 08148557 |
| Date of Birth / Age | 23 rd April, 1951 (71 years) |
| Date of First Appointment | 1 st March, 2023 |
| Expertise in specific functional areas | Corporate and Commercial Law. With his expertise in resolution of commercial dispute, General Management and upkeep of sound human relationship |
| Experience | 30 years |
| Skill and Capabilities required for the Role as an Independent Director and | Corporate Governance, commercial legal issues. |
| manner of meeting requirement | Optimum level of Human Resources and General Management. |
| Qualification(s) | Bachelor in Art Degree in Law |
| Terms & conditions of Appointment | Non-Executive Independent Director for a period of five consecutive years from 1 st March, 2023 to 29 th February, 2028 |
| Remuneration last drawn (sitting fees and commission) | Nil |
| Remuneration proposed to be paid | Nil |
| Shareholding in the Company including Shareholding as a beneficial owner | Nil |
| Number of the Meeting held and attended during FY 2022-23 | 1 of 1 |
| List of outside Company Directorship held in Indian Public Limited Company | 1.Sushree Trading Limited 2.Jatayu Textiles and Industries Ltd |
| Listed entities in which the person has resigned in past three years | Nil |
| Chairman / Member of the Committee of Board of Directors | Member with effect from 01.03.2023 Audit Committee and Stake holders Relationship Committee |

MANSOON TRADING COMPANY LIMITED CIN – L99999MH1985PLC035205

Regd. Office : Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai 400 001

Website : <u>www.mansoontrading.co.in</u> email : <u>mansoontradingltd@gmail.com</u>

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(s) of Member(s) (in Block / Capital Letters) | |
|---|--|
| Registered Address | |
| DP ID/Client ID or Folio | |
| No. of Equity Shares held | |

I/We hereby exercise my / our vote in respect of the following resolution as set out in the Notice convening an Extra-ordinary Annual General Meeting of the Members of the Company held on Tuesday, 28th March, 2023 at 11.30 am at at First Floor, Devidayal Main Building, Gupta Mills Estate, Reay Road, (East), Mumbai 400 010 which is proposed to be placed before members at the aforesaid AGM, by according my / our assent and / or dissent to the Said Resolution in the following manner:

| Resolution No. and Nature of Resolution | Resolution | No. of Equity Shares Held | I/We assent To the Resolutio n (for) | I/We assent To the Resolution (Against) |
|--|---|------------------------------------|--|--|
| 1 | Consent for the appointment of Mr. Anil Londhe (DIN-08148557) by the Board of Directors of the Company as an Additional Director (Non-Executive Independent Director) of the Company in terms of section 161 of the Act with effect from 1st March, 2023 and who meets the criteria of Independence as provided under section 149(6) of the Act, along with the rules framed thereunder and regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby accorded as an Non-Executive Independent Director of the Company for the term of Five consecutive years commencing from 1st March, 2023 up to 29th February, 2028 (both days inclusive), not liable to retire by rotation. | | | |
| 2 | Consent of the Member for continuation of Directorship of Mr. Suresh Chandra Tapuriah (DIN-00372526) who has attained age exceeding 75 years as Non-Executive Independent Director till the expiry of his current terms till 30 th September, 2025 | | | |

| 3 | Consent of the Member for continuation of Directorship of Mr. Pradeep Kumar Jajodia (DIN-00376220) who has attained the age exceeding 75 year, as Non-Executive Non-Independent Director | | |
|---|--|--|--|
| 4 | Consent of the Member for continuation of Directorship of Mr. Sunil Kumar Daga (DIN-00441579) who has attained age exceeding 75 years as Non-Executive Independent Director till the expiry of his current terms till 30 th September, 2025 | | |

^{*}Please put tick mark $(\findsymbol{}^{\findsymbol$

Place : Mumbai -----Date : 01.03.2023 Signature of Shareholder / Proxy

MANSOON TRADING COMPANY LIMITED CIN - L99999MH1985PLC035205

Regd. Office: Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai 400 001

Website: www.mansooontrading.co.in email: mansoontradingltd@gmail.com

PROXY FORM Name of the member(s): Registered address: E- mail ld: Folio No. I/We being a member(s) of shares of the above named company, hereby appoint of 1. Name E-mail Id: or failing him 2. Name of or failing him E-mail Id: 3. Name of E-mail Id: and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting of the Company to be held on the Tuesday, 28th day of March at 11.30 am at First Floor,

Devidayal Main Building, Gupta Mills Estate, Reay Road, (East), Mumbai 400 010 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 below:

| Resolutions | For | Against |
|--|-----|---------|
| 1. Consent for the appointment of Mr. Anil Londhe (DIN-08148557) by the | | |
| Board of Directors of the Company as an Additional Director (Non- | | |
| Executive Independent Director) of the Company in terms of section 161 of | | |
| the Act with effect from 1st March, 2023 and who meets the criteria of | | |
| Independence as provided under section 149(6) of the Act, along with the | | |
| rules framed thereunder and regulation 16(1)(b) of SEBI Listing | | |
| Regulations and who has submitted a declaration to that effect, be and is | | |
| hereby accorded as an Non-Executive Independent Director of the | | |
| Company for the term of Five consecutive years commencing from 1st | | |
| March, 2023 up to 29 th February, 2028 (both days inclusive), not liable to | | |
| retire by rotation. | | |

| Affix | |
|-------|-------|
| | Affix |

| Signed this day of2 | 2023. | Signature | of | Affix Rupee 1/- Revenue Stamp |
|-----------------------------|-------|-----------|----|---|
| shareholder | | | | |
| Signatures of proxy holders | | | | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |

Notes:

- 1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- 2. A proxy need not be a member of the Company.
- 3. Please put a 'X' in the appropriate column against the resolutions indicated in the Box.
- 4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.