



Star Trading House recognised by Govt. of India

Date: 18/02/2022

To
Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

Sub.: Notice convening the 26th Annual General Meeting

Dear Sir

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith notice convening the 26th Annual General Meeting of the Company, scheduled to be held on Wednesday 16th March, 2022 at 10:00 a.m through Video Conferencing/Other Audio Visual Means.

We request you to please take the same on record.

Thanking You

Yours Faithfully

For: Emmsons International Limited



Bhalendra Pal Singh

Name: Bhalendra Pal Singh
Designation: CFO



2001-2002/2009-2010

Registered & Admn. Office : 301/12, Community Centre, Zamrudpur, New Delhi -1100 48. India

Tel. : 2924 7721-25 Fax : 91 11 2924 7730

e-mail : corporate@emmsons.com Visit us : www.emmsons.com

CIN No. : L74899DL1993PLC053060



1998-1999

NOTICE

NOTICE is hereby given that 26th Annual General Meeting of M/s Emmsons International Limited will be held on Wednesday 16th March, 2022 at 10:00 A.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM), to transact the following businesses :

ORDINARY BUSINESS:

- I. To receive, consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2019 along with the report of Board of Directors and Auditor's thereon and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019
2. To appoint a Director in place of Mr. Rajesh Monga (DIN: 00249642), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Ms. Soni Jaiprakash Benydin as Non Executive Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of the Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, consent and ratification of the members of the Company be and is hereby accorded to reappoint Ms. Soni Jaiprakash Benydin (DIN: 07096130), non executive independent director of the Company whose period of office is liable to expire on 13 February, 2020 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, not liable to retire by rotation from 14.02.2020 to 13.02.2025.”

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out the facts concerning the business under item no. 3 of the accompanying notice, is annexed hereto.
2. In view of the outbreak of the Covid 19 pandemic, social distancing norms to be followed and the continuing restriction on movement of the person at several places in the country and pursuant to the general Circular dated January 13, 2021 read with Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 is by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular dated May 12, 2020 and in compliance with the provisions of the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 [“SEBI(LODR) Regulations”], the 26th Annual General Meeting of the Company is being conducted through VC/OAVM facility, without physical presence of the members at a common venue. The deemed venue of the 26th AGM shall be the Registered Office of the Company.
3. In terms of the MCA circulars, physical attendance of the members at the AGM and appointment of proxies has been dispensed with. Accordingly the attendance slip, Proxy Form and Route Map are not annexed to this notice. However in pursuance of Section 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of casting vote through remote e-voting prior to the AGM, participation in the AGM through VC/OAVM facility and for electronic voting during the AGM.
4. Attendance of the members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. In line with the MCA circulars and SEBI Circulars referred above, the notice of the 26th AGM along with annual report is being sent by e-mail to all the members, whose email IDs are registered with the Company. The said documents are available on the website of the Company at www.emmsons.com and on the website of the BSE Limited at www.bseindia.com and also on the website of the Link Intime India Private Limited (“LIPL”) at www.linkintime.co.in.

The Company has published advertisements in newspaper to encourage shareholders, holding shares in physical and electronic form, to register/update their email ids for receiving the Annual Report of the Company for the financial year 2018-19.

Those shareholders who have still not been able to update their email IDs, may follow the process for registration of email IDs and procuring User IDs and Password for e-voting, on the resolution set out in the notice:-

- In case shares are held in demat mode, please sent an email to enotices@linkintime.co.in quoting DP Client Id (16 digit DP Id+ Client ID or 16 digits beneficiary ID), Name of the holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhar Card.
 - In case of shares are held in Physical mode, please sent an email to enotices@linkintime.co.in quoting Folio No. , Name, scanned copy of share certificate (Front & Back), PAN card, Aadhar card.
6. All the members of the Company are encouraged to attend the AGM and vote on the items to be transacted at the AGM. Corporate Members are requested to send a certified true copy of the Board Resolution/authorization letter through email at bhalendra.singh@emmsons.com.

7. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the members for the appointment of the Statutory Auditors has been withdrawn from the statute. In view of the foregoing amendment, ratification by the members for the continuance of their appointment is not being sought at this AGM.
8. The Company has fixed Wednesday, March 9, 2022 as the cut-off date for determining the eligibility to vote in respect of items of business to be transacted at 26th AGM.

Any person who acquires the shares of the Company and becomes the member of the Company after sending of the notice and is holding shares as on cut-off date, may obtain login ID and password by sending a request at enotices@linkintime.co.in However if he/she is already registered with linkintime for remote e voting, then he/she can use his/her existing user ID and password for casting the vote. Any shareholders who dispose off his/her shareholding such that he/she is not a member as on the cut-off date should treat this notice for information purpose only.

9. CS Saurabh Agrawal (FCS:5430) from Saurabh Agrawal & Co., Company Secretaries) has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of the items of business to be transacted at the 26th AGM, in a fair and transparent manner.
10. In compliance with the provisions of MCA Circulars and SEBI Circulars referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. Those shareholders, who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting systems during the AGM.

LIPL will be providing facility for remote e-voting, participation in the 26th AGM through VC/OAVM and voting during the 26th AGM through electronic system. The remote e-voting period begins from Sunday, March 13, 2022 at 09:00 a.m (IST) and ends on Tuesday, March 15, 2022 at 05:00 P.M (IST). The remote e-voting module shall be disabled by LIPL for voting thereafter.

Members may join the 26th AGM through VC/OAVM which shall be kept open for the members on Wednesday, March 16, 2022 from 9:45 a.m. IST i.e. 15 minutes before the scheduled start time and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled start time i.e. by 10:30 a.m on date of AGM.

Please refer detailed instructions for remote e-voting, attending the AGM through VC/OAVM and electronic voting during the AGM, annexed to this notice.

In addition to the normal instructions which are provided for e-voting, following Additional points to be included:

Instructions for shareholders/Members to attend the Annual General Meeting through InstaMeet.

Instructions for shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company;
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN);
 - c. Mobile No.;
 - d. Email ID

2. Click “Go to Meeting”

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175).

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number , email id, mobile number at (bhalendra.singh@emmsons.com) from March 11, 2022 at 10.00 a.m. to March 12, 2022 at 10.00 a.m.

The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (bhalendra.singh@emmsons.com).The same will be replied by the company suitably.

Note: Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently. Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions

through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022- 49186175).

THE INSTRUCTION FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

I. Open the internet browser and launch the URL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. **User ID:** Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID;
- Shareholders/ members holding shares in NSDL demat account shall provide Character DP ID followed by 8 Digit Client ID;
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company;

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format);

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered email address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding evoting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in), under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000. InstaVote Support Desk.

Link Intime India Private Limited

Instructions for shareholders to vote electronically:

- ▶ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in).
 2. Click on “Login” tab, available under ‘Shareholders’ section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:**Your User ID is 8 Character DPID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:**Your User ID is 16 Digit Beneficiary ID.
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):**Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

► **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

► **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company. The results shall also be communicated to the Stock Exchange viz. BSE Limited.

For and on behalf of the Board

Dated: 02.02.2022
Place: New Delhi

Sd/-
(Anil KumarMonga)
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED IN ITEM NO 3

ITEM NO.3

Term of Ms. Soni Benydin Jaiprakash as Non Executive Independent Director of the Company is liable to expire on February 13, 2020 and she had shown her interest for reappointment as Independent Director for a second term of five years.

Ms. Soni Benydin Jaiprakash is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to reappointment as an Independent Director. As per Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Soni Benydin Jaiprakash that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In opinion of the Board Ms. Soni Benydin Jaiprakash fulfils the conditions specified under Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director.

Ms. Soni Benydin Jaiprakash holds bachelor degree in sociology (B.A) from Mumbai University and Diploma in inclusive way of teaching (Rhoempton University U.K). She has served as Special Need Teacher (S.E.N.S) in Mauritius from the year 2003 to 2010 and presently working as Special Educator in Fazlani School. She does not hold any Directorship in other Company apart from your Company.

Save and except Ms. Soni Benydin Jaiprakash and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / 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 of Directors recommends the Special resolution set out at Item No.3 of the Notice for approval by the shareholders.