



MERCURY METALS LIMITED

Registered Office: 367-368, Gidc, Por, Village: Por, Taluka: Vadodara-391243, Gujarat
Phone No.: +919824500224 **Email:** metal.mercury@gmail.com
CIN: L27109GJ1986PLC008770 **Website:** www.mercurymetals.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting period shall commence at **9.00 A.M. (IST) on Wednesday, February 01, 2023** and shall end at **5.00 p.m. (IST) on Thursday, March 02, 2023**. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

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

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

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Friday, March 03, 2023 by 6:00 p.m. at the registered office

of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, i.e. BSE Limited (BSE) where Equity Shares of the Company are listed.

The Board of Directors of the Company, at its meeting held on Friday, 27th January, 2023 has appointed Mr. Vishwas Sharma, Practicing Company Secretary (COP Number 16942), as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner

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

SPECIAL BUSINESSES: -

RESOLUTION 1: TO CONSIDER AND APPROVE CHANGE OF NAME OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the Regulatory approvals, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “MERCURY METALS LIMITED” to “MERCURY EV-TECH LIMITED” as approved by Central Registration Centre, Ministry of Corporate Affairs.”

“RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be altered and substituted by the following clause:

I. The name of the Company is “MERCURY EV-TECH LIMITED”.

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT post aforesaid approvals, the name “MERCURY EV-TECH LIMITED” whereby occurs in the Memorandum and Articles of Association and any other documents of the Company be and is hereby substituted by the name “MERCURY EV-TECH LIMITED”.

“RESOLVED FURTHER THAT Mr. Kavit Jayeshbhai Thakkar, Managing Director (DIN:06576294) of the Company be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms and documents as may be considered necessary or expedient to other Regulatory Authorities, as may be applicable, for making application to give effect to the foregoing resolution as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

RESOLUTION 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation / approval of the Audit Committee & Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or with M/s. Powermetz Energy Private Limited, a

subsidiary Company and a 'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of purchase and/or sale of goods, components, spares & finished goods, reimbursements of expenses, purchase and/or sale of services, upto Rs.100.00 crores (Rupees One Hundred Crores Only) per annum for a period of three (3) financial year from F.Y. 2022-23 to 2024-25 as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Mr. Kavit Jayeshbhai Thakkar, Managing Director (DIN:06576294) of the Company be and is hereby severally authorized by the members of the company to do all such acts, deeds and things (including finalization of the terms and conditions) as may be considered necessary, expedient or desirable to give effect to this resolution, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, without being required to seek any further consent or approval of the Members or otherwise on this effect and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLUTION NO. 3: TO CONSIDER AND APPROVE APPOINTMENT OF MR. DARSHAN JITENDRA SHAH (DIN: 08687729) AS A DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 152, 161 and any other applicable provisions of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Darshan Jitendra Shah (DIN: 08687729), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 03rd October, 2022 and who holds office until the date of ensuing Annual General Meeting, and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Darshan Jitendra Shah for the office of the Director of the company, be and is hereby appointed as Director under the Category of Non-Promoter, Executive Director of the Company whose period of office shall be liable to determination for retirement by rotation as per the details set out in the explanatory statement annexed to this notice."

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

By the order of the Board
For, **MERCUEY METALS LIMITED**

Sd/-
KAVIT JAYESHBHAI THAKKAR
MANAGING DIRECTOR

DATE: 27/01/2023
(DIN: 06576294)
PLACE: VADODARA

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

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above mentioned Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. The Brief profile regarding appointment/ re-appointment of Directors in terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as Annexure to this Notice.
3. The Board of Directors of the Company has appointed Mr. Vishwas Sharma, Proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries as a Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”) the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, January 20, 2023 will receive the Notice through electronic mode.
5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at www.mercurymetals.in.
6. A Member cannot exercise his vote by proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Kavita J. Thakkar, Managing Director of the Company at the Registered office of the Company at 367-368, GIDC, Por, Village: Por, Taluka: Vadodara-391243, Gujarat or by sending an e-mail at info@mercurymetals.in.
9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form. Detailed instructions on E-voting are given as under in Note No. 11.
10. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, January 20, 2023 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
11. **The Procedure and instructions for members for voting electronically under Postal Ballot are as under:**
 - (i) The Voting period begins on E-voting shall **commence on Wednesday, February 01, 2023 at 9.00 A.M. (IST) and end on Thursday, March 02 2023 at 5.00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, January 20, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders shall log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders/Members” tab.
- 3) Now Enter your User ID
 - a. For CDSL:16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Members holding shares in DematForm and 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 the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details Field as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <MERCURY METALS LIMITED > on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES. :

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny remote e-voting, and the results of the voting by Postal Ballot will be announced on Friday, March 03, 2023 on or before 6.00 p.m. at the Registered Office of the Company at 367-368, Gidc, Por, Village: Por, Taluka: Vadodara-391243, Gujarat.
- (xxii) The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
- (xxiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mercurymetals.in and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiv) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Thursday, March 2 2023.

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

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

Sr. No.	Name of Director	Mr. Darshan Jitendra Shah
1	Age /Date of Birth	25/12/1990
2	Date of Appointment	October 03, 2022
3	Qualification and experience in specific functional area	Mr. Darshan Jitendra Shah had completed his graduation from Gujarat in Bachelor of Business Administration. He possesses experience of more than 10 years in the field of Coller, battery, finance
4.	Directorship held in other companies*	NIL
5.	Membership / Chairmanships of Committee in other Public Companies	NIL
6.	Relationships between directors inter se	Mr. Darshan shah is not related to any Director or KMP and Promoters of the company.
7.	Shareholding, if any in the Company.	Mr. Darshan shah is not holding any equity shares of the Company as on date.

***Pvt. Companies excluded**

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

ITEM NO. 1:

The Board of Directors of the Company at their meeting held on Saturday, 31st December, 2022, considered and approved and forward the proposal to change the name of the Company from “MERCURY METALS LIMITED” to “MERCURY EV-TECH LIMITED”.

The Board further would like to intimate you that the Company is presently carrying on business of Manufacturing Electric Vehicles, Spare Parts for Electric Vehicles. However, the present name i.e. “Mercury Metals Limited” only contains “Metals” in it which does not reflect true nature of its business activities and hence it no longer justifies with the all commercial activities being undertaken by the Company. Accordingly, it is proposed, to change the present name of the Company in the Resolution set out at Item No.1.

The Company has already changed its line of business/ activity and obtained consent of members of the Company via Special Resolution through postal ballot which shall deemed to have been passed on the last day of e-voting i.e. Monday, 30th May, 2022.

Members of the Company are hereby further informed that the Company had made application for reservation of name to Central Registration Centre (“CRC”), Ministry of Corporate Affairs, which has been approved by CRC vide its letter dated 3rd January, 2023 and it has been confirmed that the new name i.e. “MERCURY EV-TECH LIMITED” is available for registration.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The Company has obtained a certificate from M/s M Sahoo & Co., Chartered Accountants, the Statutory Auditors’ of the Company stating that the Company has complied with the terms of the Regulation 45(1) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. A copy of the certificate is annexed hereto and forms part of this postal ballot notice and explanatory statement thereon

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested, financially or otherwise, either directly or indirectly, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates approval of shareholders of a listed entity by means of resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. It is further proposed that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company. **Powermetz Energy Private Limited**, a subsidiary Company operates its business of manufacturing of Batteries for Electronic Vehicles and other allied activities. On the other hand Mercury Metals limited a holding Company is engaged in, inter-alia, in the business activities of Manufacturing Electric Vehicles, Spare Parts for Electric Vehicles.

Both the Companies acknowledge that the related party transactions, inter se, will help them to carry out their business operations in seamless manner. Group's exposure and in-depth reach to the customer base, helps Powermetz, and ultimately the Company, in achieving its business objective in an effective manner.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on Saturday, 31st December, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Powermetz Energy Private Limited is a subsidiary Company by virtue of shareholding of 80 % stake held by the Mercury Metals Limited
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Darshankumar Jitendra Shah, Additional Director of the Company is also director in the subsidiary Company.
c)	Value, Type & Material Terms and particulars of the proposed transaction	In the nature of purchase and/or sale of goods, components, spares & finished goods, reimbursements of expenses, purchase and/or sale of services, upto Rs.100.00 crores (Rupees One Hundred Crores Only) per annum for a period of three (3) financial year from F.Y. 2022-23 to 2024-25.
d)	Tenure of proposed transaction (Particulars & tenure)	Three (3) years effective from F.Y.2022-23 to F.Y.2024-25
2.	Justification for the transaction	<ul style="list-style-type: none"> Powermetz Energy Private Limited, a subsidiary Company operates its business of manufacturing of Batteries for Electronic Vehicles and other allied activities. On the other hand Mercury Metals limited a holding Company is engaged in, inter-alia, in the business activities of Manufacturing Electric Vehicles, Spare Parts for Electric Vehicles. As the batteries are main component in Electric Vehicle, both Companies will have synergy in their products which enhance the productivity and create value for other stakeholders also.

		<ul style="list-style-type: none"> • Considering the current business environment in E-vehicle segment where demand is increasing day by day, the Company expects the level of transactions to be above the materiality threshold as prescribed under the SEBI Regulations, for the period for which the approval of Members is sought as stated above • To sustain quality standards in E-vehicle where batteries are main component and to ensure quantitative benefits to enable operational efficiency, this needs to be considered as an enabling resolution. The details of the Related Party Transactions will continue to be disclosed in the Annual Financial Statements.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(I) details of the source of funds in connection with the proposed transaction	NOT APPLICABLE
	(II) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
	(III) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(IV) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	NOT APPLICABLE
5.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	Nil
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

None of the Directors except Mr. Darshan Jitendra Shah and/ or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested, financially or otherwise, either directly or indirectly, up to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 2 in the Notice for the approval of the Members.

ITEM NO. 3:

Based on the recommendations of the Nomination and Remuneration Committee ("NRC") Mr. Darshan Jitendra Shah (DIN: 08687729) has been appointed as an Additional Director under the category of Non-Promoter, Executive Director of the Company by the Board of Directors with effect from 3rd October, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013, who shall hold the office upto the date of ensuing Annual General Meeting and he is eligible for appointment as a Director. With respect to the same Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Darshan Jitendra Shah by the Company. Mr. Darshan Jitendra Shah consented to the proposed appointment and declared qualified.

The Brief profile of Mr. Darshan Jitendra Shah in terms of Regulation 36 (3) of the Listing Regulations are provided as Annexure to this Notice.

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

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

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

By the order of the Board
For, MERCUEY METALS LIMITED

Sd/-
KAVIT JAYESHBHAI THAKKAR
MANAGING DIRECTOR
(DIN: 06576294)

DATE: 27/01/2023

PLACE: VADODARA

Registered Office: -

367-368, Gidc, Por,
Village: Por, Taluka: Vadodara
Vadodara-391243, Gujarat

ANNEXURE TO THE NOTICE

Certificate from Practicing Chartered Accountant pursuant to Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

M. Sahu & Co.

Chartered Accountants

702-B, Yash Kamal Building, above Havmor Restaurant,
Sayijikunj, Vadodara-390005

Independent Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations)

To,
Board of Directors,
MERCURY METALS LIMITED

BACK GROUND

MERCURY METALS LIMITED, a Company incorporated under the Companies Act, 1956 (CIN L27109GJ1986PLC008770) (The Company) incorporated on July 4, 1986 and having its Registered Office at 367-368, GIDC, Por, Village Por, Taluka Vadodara, Vadodara, Gujarat, 391243. The Equity shares of the Company are listed on BSE Limited.

PURPOSE OF ISSUE OF THE CERTIFICATE

The Board of Directors of the Company proposed to change the name of the Company from "MERCURY METALS LIMITED" to "MERCURY EV-TECH LIMITED", subject to shareholders and other statutory approvals. The Company has already received the approval of name availability from ROC for MERCURY EV-TECH LIMITED vide their approval letter dated 3rd January, 2023.

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called 'the Listing Regulations') as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the Explanatory Statement to the Notice seeking shareholders' approval for change in name.

OPINION

On the basis of review of necessary documents, records and available information as on the date of this Certificate as well as information and explanations given to us by the management of the Company, we are of the opinion as follows in terms of clauses specified in Regulation 45(1) of the Listing Regulations:

Clauses of Regulation 45(1) - The listed entity shall be allowed to change its name subject to compliance with the following conditions	Opinion
(a) a time period of at least one year has	(a) The Company had changed its name in the

elapsed from the last name change;	year 1997 therefore a time period of more than one year has elapsed from the last name change, accordingly this condition has been complied with.
(b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name or;	Not Applicable
(c) the amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity.	(c) The Company has made investments of Rs. 3,255.88 Lakhs in the new line of its business i.e. in the area of Manufacturing and sale of Electric Vehicles and its related products which constituents 50.57% of total assets amounting to Rs. 6,438.59 Lakhs of the company, as on 30 th September,2022. Hence, the Company is in compliance with the condition prescribed in Regulation 45(1)(c).

This Certificate is issued in terms of the request of the Company for the proposed change of name of the Company in so far as compliance of Regulation 45(1) of the Listing Regulations is concerned.

**For, M Sahu & Co.
Chartered Accountants
FRN: 130001W**

**CA Akshay Hotchandani
Partner
M No. 614293
UDIN: 23614293BGWQPI6262**

**Place: Vadodara
Date: 06th January, 2023**