



MINOSHA INDIA LIMITED

(Formerly Ricoh India Limited)

Registered Office:

Unit No 204, 2nd Floor, Town Centre I, Near Mittal Industrial Estate, Andheri Kurla Road,
Sakinaka, Andheri East, Mumbai – 400 059, Telephone: +91-22-66833000

Corporate Office:

Plot No. 25, Phase-3, Okhla, New Delhi-110020
Telephone Number: 011-42266250

Email: mil.secretarial@minosha.in | Website: www.minosha.in

CIN: U74940MH1993PLC074694

ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the Twenty Eight (28th) Annual General Meeting (“AGM”) of the Members of Minosha India Limited (Formerly Ricoh India Limited) will be held on Thursday, 11 November 2021 at 11:00 AM (IST) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kalpraj Dharamshi (DIN: 00056433), who retires by rotation and being eligible, seeks re-appointment.

Members are therefore, requested to consider and if thought fit, to pass the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kalpraj Dharamshi, (DIN:00056433) who retires by rotation be and is hereby re-appointed as a Director liable to retire by rotation”.

SPECIAL BUSINESS:

3. To approve payment of Performance Bonus to Mr. Atul Thakker, Managing Director (DIN:00062112) of the Company for the Year 2020-2021

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment thereof) read with Schedule V to the Companies Act, 2013 (the “Act”) and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions and on recommendation of the Nomination and Remuneration Committee and approval of the Board of the Directors of the Company, consent of the Members be and is hereby accorded for payment of Performance Bonus of an amount of INR 300 Lakhs (INR Three Hundred Lakhs only) for the Financial Year 2020-2021 to Mr. Atul Thakker, Managing Director of the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorized to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

By Order of the Board

For **Minosha India Limited**
(Formerly Ricoh India Limited)

Manish Sehgal

Company Secretary

Membership No: FCS 7102

Date: October 07, 2021

Place: New Delhi

Registered Office:

Unit No 204, 2nd Floor, Town Centre I, Near Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai – 400 059

Email: mil.secretarial@minosha.in

Website: www.minosha.in

NOTES:

1. In order to maintain the social distancing norms, the Ministry of Corporate Affairs (the “MCA”) vide its circular no. 02/2021 dated January 13, 2021 have allowed the companies whose Annual General Meeting (the “AGM”) is due in calendar year 2021, to conduct the same through Video Conferencing (“VC”) and/or Other Audio Visual Means (“OAVM”) facility.

2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular no. 02/2021 dated January 13, 2021 (the “MCA Circulars”)

The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. Pursuant to 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and Circular no.02/2021 dated January 13, 2021 (the “MCA Circulars”) Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.minosha.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (the “MCA Circulars”)

9. At the 26th Annual General Meeting held on 30th December 2019, the Members had approved appointment of M/s. Khimji Kunverji and Co. LLP, Chartered Accountants (Firm’s Registration No. 105146W/W100621) as Statutory Auditors of the Company to hold Office for a period of Five consecutive financial years from the conclusion of that AGM till the conclusion of the Thirty First Annual General Meeting to be held in the Calendar Year 2024. The requirement to place the matter relating to appointment of Statutory Auditors for Ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7 May 2018. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors of the Company at the 28th (Twenty Eighth) Annual General Meeting.

10. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

11. Members who would like to obtain pdf copy on their email ID may write an email to mil.secretarial@minosha.in and the softcopy of the Annual Report will be forthwith provided to a Member who requests for the same. Pursuant to the MCA circulars mentioned above, the Company has not printed the Annual Report and hence no hard copies of the Annual Report is being provided.

12. In terms of Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debenture) Rules, 2014, facility for making nominations is available to the Members in respect of Shares held by them.

13. Nomination forms can be obtained from the Company’s Registrar and Share Transfer Agents M/s. MCS Share Transfer Agent Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants (DP).

14. As per the Green Initiative taken by the Ministry of Corporate Affairs, Government of India, Members are advised to register their e-mail address with the Registrar and Share Transfer Agents of the Company (MCS Share Transfer Agent Limited) in respect of Shares held in physical form and with the concerned Depository Participant in respect of Shares held in Electronic form to enable the Company to serve documents in Electronic form.

15. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

16. Members seeking any information with regard to the Accounts or any matter to be placed at the ensuing Annual General Meeting may write to the Company at least 10 days before the date of the AGM through email on mil.secretarial@minosha.in. The same will be replied by the Company suitably.

17. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, 5 November 2021 to Thursday, 11 November 2021** (both days inclusive) for the purpose of the Annual General Meeting.



18. Members holding shares in Physical Form(s) are requested to intimate any change in Address, change of Name, Nominations, Power of Attorney, Bank details, IFSC Code, MICR Code, National Electronics Clearing Service (NECS), Electronics Clearing Service (ECS), Mandates, E-mail address, Contact Numbers etc. to the Company's Registrar & Share Transfer Agents - M/s. MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Telephone Numbers 011-41406149-52, Fax -011-41709881, Email ID: admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com, Website: www.mcsregistrars.com while Members of the Company holding Shares in Electronic/Dematerialized form are requested to intimate such changes to their respective Depository Participants.

19. Details as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India, in respect of a Director seeking appointment/re-appointment at the Annual General Meeting forms integral part of this Notice.

20. The Voting rights of Members shall be in proportion to their Shares in the Paid up Equity Share Capital of the Company as on the Cut Off date which is **Thursday, 4 November 2021**.

21. A person who is not a Member as on the Cut Off date which is **Thursday, 4 November 2021** should treat this Notice for information purposes only.

22. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till the date of the Annual General Meeting. Members seeking to inspect such documents are requested to write to the Company at **mil.secretarial@minosha.in**

23. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Dividend amount which remain unpaid/unclaimed for a period of Seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed their Dividend warrant(s) so far for the Financial Year ended 31st March 2015 are once again requested to make their claim with the Company Secretarial Department of the Company or the Company's Registrar and Share Transfer Agents MCS Share Transfer Agent Limited for obtaining payment thereof.

Further, The Company had transferred 3,86,686 Equity Shares of Rs. 10/- each during the financial year under review to Demat account of Investor Education and Protection Fund Authority (IEPF), pursuant to provisions of Section 124(6) of the Companies Act, 2013.

24. Members holding Equity Shares shall have One Vote per Share as shown against their holding.

25. Any person who acquires Shares of the Company and becomes Member of the Company after dispatch of the Notice and holding Shares as on the Cut Off date which is **Thursday, 4 November 2021** may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com

26. Members may cast their vote separately for each business to be transacted in the Annual General Meeting. They may also elect not to vote on some resolution(s).

27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Share Transfer Agent of the Company of any change in Address or Demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and Holdings should be verified.

28. Members shall have the option to vote electronically ("e-voting") either before the AGM ("Remote E-Voting") or during the AGM.

29. Subject to receipt of sufficient votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting.

30. User manual for electronic voting is available at www.evotingindia.com.

31. The Company has appointed Mr. Ashish O. Lalpuria, (Membership No: FCS- 9381, CP No: 11155) Practicing Company Secretary, Proprietor M/s. Ashish O. Lalpuria & Co., Company Secretaries as Scrutinizer for scrutinizing the entire E-Voting process i.e. Remote E-Voting and E-Voting during the AGM to ensure that the process is carried out in a fair and transparent manner.

32. Mr. Ashish Lalpuria shall within Two (2) days of conclusion of the AGM submit his Scrutinizer Report of the total votes cast in favour or against, if any to the Chairman or any Director of the Company or any other person authorized who shall declare the results of voting forthwith.

33. The results declared along with Scrutinizer's report shall be placed on the website of Company **www.minosha.in** and CDSL's website **www.evotingindia.com** and shall also be displayed at the Company's Registered and Corporate Offices.

34. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.

35. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to mil.secretarial@minosha.in

36. At the ensuing Annual General Meeting, Mr. Kalpraj Dharamshi, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on < **Monday, 8 November 2021 at 9:00 AM (IST)**> and ends on < **Wednesday, 10 November 2021 at 5:00 PM (IST)**>. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of < **Thursday, 4 November 2021**> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to 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.

- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 or joining virtual meeting & voting during the meeting. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	<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 or joining virtual meeting & voting during the meeting. 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/Ideas-DirectReg.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - 2) Click on “Shareholders” module.
 - 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. Shareholders 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 e-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 Physical Shareholders and other than Individual Shareholders holding Shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both 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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mil.secretarial@minosha.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Ten (10) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email ID – mil.secretarial@minosha.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten (10) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id – mil.secretarial@minosha.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The revenues of Financial Year 2020-2021 were adversely affected due to Covid-19. However, under the leadership of the Managing Director, the Company focused on Cost rationalization measures and streamlining of Business Processes. The Investment in Working Capital was also reduced significantly. Disputes in majority of Projects were resolved and implementation was completed. A relentless focus on recoveries has resulted in collection of amounts which had been treated as doubtful in Accounts. The Profit (Loss) before Tax have increased from (INR 1930 Lakhs) in Financial Year 2019-2020 to INR 3,236 Lakhs in Financial Year 2020-2021.

The Members may note that the Nomination and Remuneration Committee in their meeting held on October 07, 2021 has recommended to the Board the payment of Performance Bonus of INR 300 Lakhs (INR Three Hundred Lakhs only) for the Financial year 2020-21 and the Board has approved the same, subject to the approval of Shareholders.

The Members of the Company by a Special Resolution passed through Postal ballot on 17th June 2020 approved the terms and conditions for appointment of Mr. Atul Thakker as Managing Director of the Company and set the overall ceiling of INR 500 Lakhs per annum as Remuneration payable to him. Accordingly, pursuant to the provision of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013, it is proposed to the Members to approve payment of Performance Bonus of INR 300 Lakhs (INR Three Hundred Lakhs only) for the Financial year 2020-21 which exceeds the overall ceiling of INR 500 Lakhs along with the remuneration already paid to him for the Year 2020-2021 in recognition of the contribution of Mr. Atul Thakker.

The Performance Bonus letter shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day, excluding Sunday.

Your Directors recommend the Resolution set out in Item No.3 of this Notice to the Members for their consideration and approval by Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their Relative are in any way concerned or interested, financially or otherwise in the said Resolution except Mr. Atul Thakker.

By Order of the Board
For **Minosha India Limited**
(Formerly Ricoh India Limited)

Manish Sehgal
Company Secretary
Membership No: FCS 7102

Date: October 07, 2021

Place: New Delhi

Registered Office:

Unit No 204, 2nd Floor, Town Centre I, Near Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai – 400 059

Email: mil.secretarial@minosha.in

Website: www.minosha.in

Annexure to Item No 2 of the Notice
Details of the Director seeking Re-Appointment at the Annual General Meeting
(In terms of Clause 1.2.5 of Secretarial Standard 2 on General Meetings (SS-2))

Name of the Director	Mr. Kalpraj Dharamshi
Date of Birth	21 November 1964
Date of Appointment	24 February 2020
DIN	00056433
Qualification	Degree in Commerce from University of Mumbai.
Expertise in specific functional area	Has rich experience of more than Thirty Years in the Stock Market as a Broker and Investor.
Experience	More than 30 Years
Last Drawn Salary from the Company	Not Applicable
Remuneration proposed to be paid to the Director	Not Applicable
Number of Board Meetings attended during 2020-2021	Nine (9)
Terms and Conditions of Re-appointment	Mr. Kalpraj Dharamshi, Director retires by rotation at the ensuing Annual General Meeting & being eligible offers himself for re-appointment.
Number of Shares held in the Company	2,23,45,675 Equity Shares of Rs. 10/- each as on 30 September 2021
Directorships held in other Companies	Dharamshi Securities Private Limited
Memberships/Chairmanships of Committees of other Public Companies	Nil
Relationship inter se with other Directors, Manager and other Key Managerial Personnel of the Company	None

Note: No Sitting fees and Commission was paid to Mr. Kalpraj Dharamshi during Financial Year 2020-2021.