

DEVINSU TRADING LIMITED

82, Maker Chambers III, Nariman Point, Mumbai 400 021
Tel. No. : 022 -2204 2554 / 2204 7164 Fax. No. :022 -2204 1643
CIN : L51900MH1985PLC036383 Email : devinsutrading@gmail.com

30/092021

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Re : Script Code 512445

Sub: Intimation of Adjourned 36th Annual General Meeting of the Company

In reference to our letter dated 30 September 2021 and Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of Adjourned 36th Annual General Meeting of the Company (which had been convened on September 30, 2021 at 12 p.m. (IST) and was adjourned due to want of quorum to same day, same time of next week) will be held on Thursday, October 7, 2021 at 12:00 p.m. (IST) at the registered office of the Company.

Please take the same on record.

Thanking You,

For **DEVINSU TRADING LIMITED**


DIRECTOR.

NOTICE OF THE ADJOURNED 36TH ANNUAL GENERAL MEETING OF DEVINSU TRADING LTD.

NOTICE is hereby given that the THIRTY SIXTH (36TH) ANNUAL GENERAL MEETING of DEVINSU TRADING LIMITED (CIN: L51900MH1985PLC036383), (Which had been conveyed on September 30, 2021 at 12.00 p.m. and was adjourned due to want of quorum) will now be held on Thursday, 7th October, 2021, at 12.00 p.m. at the registered office of the Company at 82, Maker Chambers III, 8th Floor, Nariman Point, Mumbai City MH 400021, to transact the following business:

ORDINARY BUSINESS:

- I. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2020-21 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITOR THEREON.**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited financial statements of the Company for the financial year ended March 31, 2021, along with the reports of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MS. DEEPA BHAVSAR (DIN:07167937), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Deepa Bhavsar (DIN:07167937), whose period of office is liable to determination by retirement of Directors by rotation, and who has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office is liable to determination by retirement of directors by rotation"

- 3. TO CONSIDER AND APPROVE APPOINTMENT OF AUDITOR TO FILL A CASUAL VACANCY:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications, or re-enactments thereof for the time being in force), the appointment of M/s. SVP & Associates, Chartered Accountants, (ICAI Registration no. 003838N), Mumbai be and are hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. H.H. Bandukwala & Co, Chartered Accountants Mumbai (ICAI Registration No. 100965W) to hold office from 31st August, 2021, till the conclusion of this 36th Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company, be and is hereby approved."

4. TO CONSIDER AND APPROVE APPOINTMENT OF STATUTORY AUDITORS:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications, or re-enactments thereof for the time being in force), M/s. SVP & Associates, Chartered Accountants, (ICAI Registration no. 003838N) be and are hereby appointed as the Statutory Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of 41th Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013

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

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company as per Companies Act, 2013, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Rajan Arvind Sawant, or Mrs. Deepa Bhavsar, Director of the Company, or Ms. Ritu Pareek, Company Secretary, be and are hereby authorized severally or jointly to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

6. APPOINTMENT OF MR. NIKUNJ HASMUKH SHAH (DIN: 00597216) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the rules made thereunder read with schedule IV of the Act, as amended from time to time, Mr. Nikunj Hasmukh Shah (DIN: 00597216) who was appointed as an Independent Director of the Company by the Board of Directors in its meeting held on 14th September, 2020 and whose 1st terms of office expired on 24.09.2020 has been appointed as Independent Director of the Company at this Annual General Meeting and in respect to whom the Company has received a notice in writing from member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a Declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of

five (5) consecutive years commencing from 29th September, 2020 and whose office shall not be subject to the retire by rotation so long he remains an independent director."

By Order of the Board
For DEVINSU TRADING LIMITED
Sd/-
Rajan Arvind Sawant
Whole Time Director
DIN: 08562840

Place: Mumbai
Date: 30th September, 2021

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the Meeting is annexed hereto.
3. M/s. H.H. Bandukwala & Co, Chartered Accountants Mumbai (ICAI Registration No.100965W), existing Statutory Auditors have tendered their resignation from the position of Statutory Auditors on 31st August, 2021 due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly, the Audit Committee, the Board of Directors of the Company have recommended that M/s. SVP & Associates, Chartered Accountants, (ICAI Registration no. 003838N), Mumbai may be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. H.H. Bandukwala & Co, Chartered Accountants Mumbai (ICAI Registration No.100965W).

M/s. SVP & Associates, Chartered Accountants (ICAI Registration no. 003838N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Further, the Audit Committee, the Board of Directors of the Company recommended that M/s. SVP & Associates, Chartered Accountants, (ICAI Registration no. 003838N), Mumbai may also be appointed as the Statutory Auditor of the Company for a period of 5 (Five) years, from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting hereafter. M/s. SVP & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is

submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

4. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
5. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed/ reappointed at the meeting is enclosed.
6. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed from 24.09.2021 to 30.09.2021 (both days inclusive).
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to M/s. Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083.
10. Nomination facility: Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to RTA. The prescribed Form can be obtained from RTA. Members holding shares in electronic form may contact their Depository Participants for availing this facility.
11. Transfer of shares permitted in demat form only: In terms of Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all shareholders holding shares in physical form are requested to demat their shares at the earliest.
12. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / RTA. Members holding shares in physical form can submit the same to the Company / RTA and members holding shares in electronic form to their Depository Participants.
13. In compliance with provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is providing members the facility to cast their vote by electronic means. The detailed instructions for e-voting are annexed to this Notice.

14. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the financial year 2020-21 will also be available on the Company's website www.devinsutrading.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.
15. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
16. In view of the COVID-19 pandemic, we have made arrangement of social distancing and members are requested to wear the mask while entering the venue for annual general meeting and maintain social distancing.

EVOTING INSTRUCTIONS:

Instructions for E-Voting and joining the Annual General Meeting online are as follows:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company provided for remote e-voting facility to enable them to cast their votes electronically. The Company has appointed M/s. Pusalkar & Co., Company Secretaries, as the Scrutinizer for conducting the remote e-voting process and e-voting during the AGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 23rd September, 2021.

The remote e-voting period commenced on 27th September, 2021 at 9.00 a.m. (IST) and closed on 29th September, 2021 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 23rd September, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited ("Link Intime") for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

FOR ATTENTION OF SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company devinsutrading@gmail.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company devinsutrading@gmail.com.

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.

5. The Company has created an Email Id. 'devinsutrading@gmail.com', which is being used exclusively for the purpose of redressing the complaints of the investors.

6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

7. The Notice of AGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at registered office of the Company on any working day except holidays.

8. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. 30th September, 2021.

9. Members who wish to inspect the documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to devinsutrading@gmail.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5:- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Act. The Board of Directors considered this matter in its meeting held on 31st August, 2021 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company. As per section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

In view of above, you are requested to grant your consent to the special resolution as set out in the notice dated 31st August, 2021 of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6:- APPOINTMENT OF MR. NIKUNJ HASMUKH SHAH (DIN: 00597216) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

The Board of Directors had resolved that Mr. Nikunj Hasmukh Shah (DIN: 00597216), whose 1st Term as an Independent director had expired on 28th September, 2020 and has been

appointed as an Independent Director of the Company for further period of 5 years (2nd Term) w.e.f. 29.09.2020. As per the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Nikunj Hasmukh Shah can hold office only up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160(1) of the Act proposing his name as a Director.

Mr. Nikunj Hasmukh Shah (DIN: 00597216) have given the declaration to the Board that he meet the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the board, he fulfill the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director.

The terms and conditions of appointment of above Director shall be open for the inspection by the Members at the registered office of the company an any working day during business hours of the company upto the date of Annual General Meeting.

The brief profiles of the Independent director to be appointed are given below:

Mr. Nikunj Hasmukh Shah, aged 60 years, is a Commerce Graduate by profession and having rich experience of the various Industries and taxation

The Board considers that appointment of Mr. Nikunj Hasmukh Shah, as an Independent Directors of the Company would be in the interest of the Company. Accordingly, the Board recommends his appointed as an Independent Directors of the Company for a period of 5 (five) years with effect from the 29th September, 2020 and whose office shall not be liable to retirement of rotation.

Your Board recommends passing the proposed Resolution given in the resolution no. 6 as an Special Resolution.

By Order of the Board
For DEVINSU TRADING LIMITED
Sd/-
Rajan Arvind Sawant
Whole Time Director
DIN: 08562840

Place: Mumbai

Date: 30th September, 2021

Annexure I

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting.

Name of the Director	Ms. Deepa Bhavsar	Mr. NikunjHasmukh Shah
Age	47 years	60 years
Date of Appointment	29.05.2015	31.03.2015
Expertise in specific functional area/ brief resume	She is Advocate and has experience of more then 20 years in the field of Legal matters.	He is Commerce Graduate by education. He is having more than 35 years of Experience in the field of Taxation.
Qualification	LL.B	B.Com
No. of equity shares held in the Company	Nil	Nil
Directorships in other listed entities and membership of committees of the board	Ridhi Synthetics Ltd Punctual Trading Ltd Satyam Silk Mills Ltd	Ridhi Synthetics Ltd Punctual Trading Ltd Satyam Silk Mills Ltd
Directorships in other unlisted entities and membership/ chairmanship of committees of the board	NIL	Techfab (India) Industries Limited
Number of Meetings of the Board attended during the year	4 (four) Board Meeting	4 (four) Board Meeting
Relationship between Directors <i>inter se</i>, Manager and other Key Managerial Personnel.	None	None
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation	Appointed for a term of 5 years.
Remuneration last drawn	Not Applicable	Not Applicable
Remuneration proposed to be paid	Sitting fee for attending Board and Committee meetings as may be decided by the Board from time to time but not exceeding the limits specified under the Companies Act, 2013.	Sitting fee for attending Board and Committee meetings as may be decided by the Board from time to time but not exceeding the limits specified under the Companies Act, 2013.
DIN	07167937	00597216
Category of directorship & designation	Non-executive/ non-promoter, non-independent woman Director.	Non-executive, Independent Director

ROUTE MAP OF THE VENUE

