



**Date: 23/08/2023**

To,  
The General Manager-Market Operations  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

**Ref.: BSE Scrip Code: 543537**

**Sub.: Notice of the 12th Annual General Meeting (AGM) of the Company.**

Dear Sir/Mam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 12th Annual General Meeting of the Company.

Kindly take the same on your records.

Thanking you,  
Yours faithfully

**FOR SCARNOSE INTERNATIONAL LIMITED**

VIMALKUMAR Digitally signed by  
MISHRILAL VIMALKUMAR  
SHAH MISHRILAL SHAH  
Date: 2023.08.23  
19:39:28 +05'30'

**VIMAL SHAH**  
**MANAGING DIRECTOR**  
**DIN: 03011067**

**Encl.: Notice of 12<sup>th</sup> Annual General Meeting**

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**OFFICE**

- Scarnose House A/1 & 2, Suvadha Flats, B/h Navrangpura Post Office, Off C.G. Road, AHmedabad-380009
- 503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navarangpura, Ahmedabad, Gujarat, India, 380006.

**Phone No. :** +91 79 4897 5503 **Email ID :** Scarnose13@gmail.com **Website :** www.scarnose.com

## NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of Scarnose International Limited (Formerly known as Scarnose International Private Limited) will be held at the registered office of the company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura Ahmedabad-380006, Gujarat, India held on Monday, 18th September, 2023 at 04:00 P.M to transact the following business:

### **Ordinary Businesses: -**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Reports of Board of Directors and the Auditor thereon.

#### **2. Re-Appointment of Ms. Dakshita Dadhich (DIN: 09356713) as a director of the company liable to retire by rotation:**

To appoint a director in place of Ms. Dakshita Dadhich (DIN: 09356713) who retires by rotation and being eligible seeks re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Ms. Dakshita Dadhich (DIN: 09356713), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

#### **3. Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C):**

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

**“RESOLVED THAT** pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time read with rules made thereunder or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

**RESOLVED FURTHER THAT** M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W shall hold the office as Statutory Auditor of the Company from the conclusion of 12th (Twelve) Annual General Meeting till the conclusion of 17th (Seventeen) Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor:

**RESOLVED FURTHER THAT** any of the director or Company Secretary of the Company, be and are, hereby severally empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Explanation: The purpose of the resolution is to appoint M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as the statutory auditor of the company to fill the casual vacancy caused due to the resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

The resolution is based on the provisions of section 139(8) of the Companies Act, 2013 which states that "where a company has appointed an auditor and such auditor ceases to hold office before the expiration of his term of office, the company shall, within a period of three months from the date on which he ceases to hold office, appoint another auditor in his place.

The terms of appointment of M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as the statutory auditor of the company are as follows:

- They shall hold office from the conclusion of the 12th (Twelve) Annual General Meeting till the conclusion of the 17th (Seventeen) Annual General Meeting of the company.
- Their fees shall be fixed by the board of directors in consultation with them.

**Registered office:**  
503, Sun Square, Nr. Hotel Nest,  
Off. C.G. Road, Navrangpura,  
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors  
**SCARNOSE INTERNATIONAL LIMITED**  
CIN: U15400GJ2011PLC064911

**Date:** August 18, 2023  
**Place:** Ahmedabad

**Vimalkumar Shah**      **Dakshita Dadhich**  
**Managing Director**      **Director**  
**DIN: 03011067**      **DIN : 09356713**

#### Notes for Shareholders for Annual General Meeting (AGM):

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.  
A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder.  
The instrument appointing the proxy duly completed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies societies etc. must be supported by appropriate resolutions / authority as applicable.
2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution on the E-mail Id [scarnose13@gmail.com](mailto:scarnose13@gmail.com) authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting together only holder whose name appearing first will be entitled to vote.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the 12<sup>th</sup> Annual General Meeting through physically on its behalf and to vote through remote evoting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [csgaurang7@gmail.com](mailto:csgaurang7@gmail.com) with copies marked to the Company at [scarnose13@gmail.com](mailto:scarnose13@gmail.com) and to National Securities Depository Limited (NSDL) at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. The route map showing directions to reach the venue of the AGM is provided at the end of this Notice.
7. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [scarnose13@gmail.com](mailto:scarnose13@gmail.com).
  - b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [scarnose13@gmail.com](mailto:scarnose13@gmail.com).
  - c) Alternatively, member may send an e-mail request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.  
It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd, Subramanian Building, 1, Club House Road ,Chennai,Tamil Nadu,600002, E-Mail ID: [investor@cameoindia.com](mailto:investor@cameoindia.com) by due procedure.
  - d) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
8. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the 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 th authorized agency. The facility of casting votes by a member using remote e Voting system will be provided by CDSL.
9. To support the Green Initiative, we request the Members of the Company to register their E-mail Ids with their DP or with the Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at [scarnose13@gmail.com](mailto:scarnose13@gmail.com) to update their E-mail Ids.
10. The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz. [www.scarnose.com](http://www.scarnose.com).
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 will be available for inspection by the members at the Annual General Meeting.
12. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
13. 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.
14. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members of the Company holding shares either in physical form or in dematerialised form as on Benpose date i.e. Friday August 11, 2023 will receive Notice of AGM and Annual Report for F.Y. 2022-23 through electronic mode.
16. Members seeking any information with regard to the accounts are requested to write to the Company at least seven days prior so as to enable the Management to keep the information ready at the Annual General Meeting.

17. As per the MCA General Circular No. 20/2020 dated 5th May, 2020 & General Circular No. 02/2020 dated 13th January, 2021 and General Circular No. 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Annual General Meeting will be sent through electronic mode to only those Members whose E-mail Ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant.
18. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays Sundays and Holidays) up to the date of AGM.
19. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are as follows:

<b>Name of Director</b>	Dakshita Dadhich (DIN 09356713)
<b>Date of Birth</b>	05/11/1995
<b>Date of Initial Appointment</b>	12/10/2021
<b>Educational Qualifications</b>	M.Com, CA Inter
<b>Expertise in specific functional areas - Job profile and suitability</b>	She has knowledge in the field of Accounts & Finance
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Nil
<b>Memberships / Chairmanships of committees of other public companies**</b>	Nil
<b>Shareholding in the Company:</b>	Nil
<b>Inter-se Relationship with other Directors.</b>	NA

20. The Company has not declared any dividend. Further the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2022-23. Therefore the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.  
Further during the year the Company has not transferred any amount to fund established under Section 125 of the Companies Act 2013.

**Specific Attention of the Members is drawn to the followings:**

1. To prevent fraudulent transactions members are advised to exercise due diligence and notify 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number name of the bank and branch details MICR code and IFSC code mandates nominations power of attorney change of address change of name e-mail address contact numbers etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
4. As per the provisions of Section 72 of the Act the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Cameo Corporate Services Limited.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Cameo Corporate Services Limited to enable us to send you the communications via email.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode**

- The remote e-voting period begins on September, 15, 2023 at 09:00 A.M. and ends on September 17, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 11, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 11, 2023.
- The e-voting module shall be disabled by CDSL for voting thereafter.

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

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.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- 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"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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)  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"> <li>• 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.</li> </ul>

➤ After entering these details appropriately, click on “SUBMIT” tab.

- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant < SCARNOSE INTERNATIONAL LIMITED> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - 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.
  - Alternatively Non Individual shareholders are required mandatory 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 [csgaurang7@gmail.com](mailto:csgaurang7@gmail.com) and [scarnose13@gmail.com](mailto:scarnose13@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 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 [scarnose13@gmail.com](mailto:scarnose13@gmail.com) & [investor@cameoindia.com](mailto:investor@cameoindia.com)
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**Registered office:**  
503, Sun Square, Nr. Hotel Nest,  
Off. C.G. Road, Navrangpura,  
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors  
**SCARNOSE INTERNATIONAL LIMITED**  
CIN: U15400GJ2011PLC064911

**Date:** August 18, 2023  
**Place:** Ahmedabad

**Vimalkumar Shah**      **Dakshita Dadhich**  
**Managing Director**      **Director**  
**DIN: 03011067**      **DIN : 09356713**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE):

**3. Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C):**

M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C) have tendered their resignation from the position of Statutory Auditors due to busy schedule and heavy workload as per their resignation letter dated August 17, 2023, and they have expressed unwillingness to continue as Statutory Auditor w.e.f. August 17, 2023, which has resulted into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of statutory auditor can only be filled by the shareholders in General Meeting within 3 (three) months from the date of recommendation of the Board of Directors of the Company.

The Audit Committee in their meeting held on August 18, 2023 have recommended the appointment M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C). The Board of Director of the Company in their meeting held on August 18, 2023 has approved and recommended the appointment of M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C).

M/s. S V J K And Associates, Chartered Accountants, Ahmedabad (Firm registration number: 135182W) 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. Further, they are holding the Peer Review Certificate issued by the Peer Review Board of ICAI.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

**Registered office:**  
503, Sun Square, Nr. Hotel Nest,  
Off. C.G. Road, Navrangpura,  
Ahmedabad-380006, Gujarat.

For and on behalf of Board of Directors  
**SCARNOSE INTERNATIONAL LIMITED**  
CIN: U15400GJ2011PLC064911

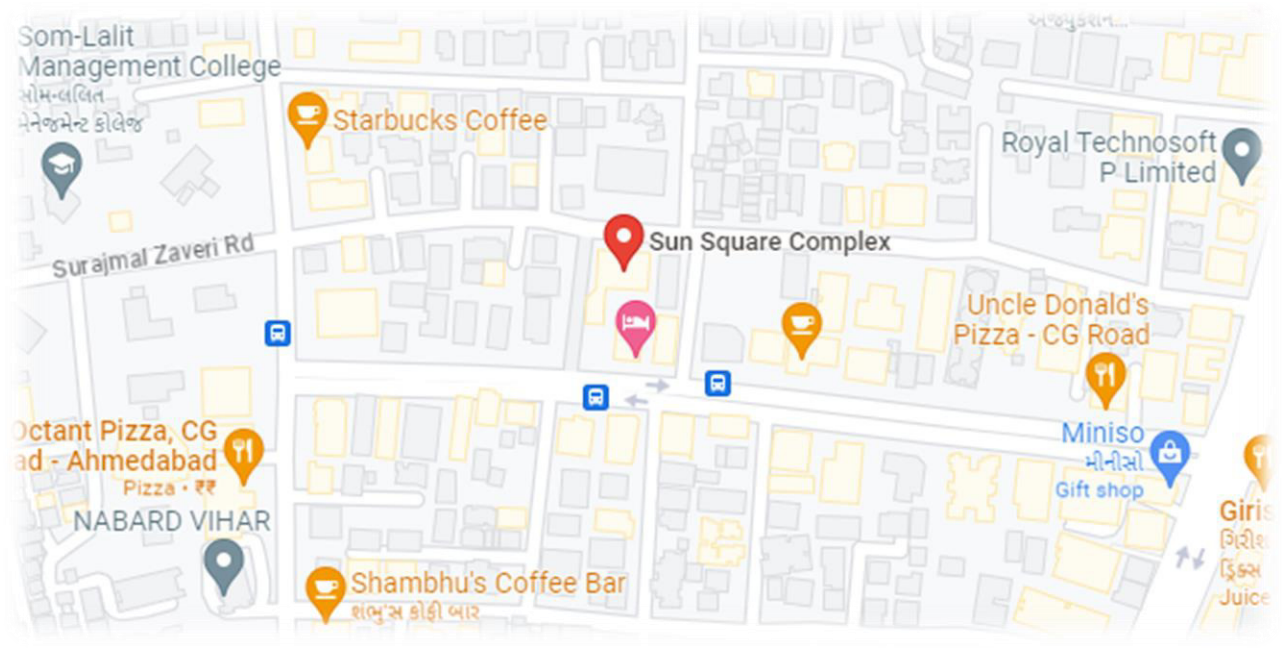
**Date:** August 18, 2023  
**Place:** Ahmedabad

**Vimalkumar Shah**      **Dakshita Dadhich**  
**Managing Director**      **Director**  
**DIN: 03011067**      **DIN : 09356713**



## ROUTE MAP TO THE VENUE OF 12TH ANNUAL GENERAL MEETING

Venue: 503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navrangpura, Ahmedabad- 380006, Gujarat, India



**Scarnose International Limited**

CIN: U15400GJ2011PLC064911

**Registered office:** 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat.

**Web site:** www.scarnose.com; **Email:** scarnose13@gmail.com; **Ph. No:** 079-48975503

**ATTENDANCE SLIP**

<b>Regd. Folio No./DP Id No.*/Client Id No.*</b>	
<b>No. of Shares held</b>	
<b>Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)</b>	
<b>Name of the Joint holder (if any)</b>	

I/we hereby record my/our presence at the 12th Annual General Meeting of the Members of Scarnose International Limited held on Monday, September 18, 2023 at 04:00 P.M. at the registered office of the Company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat.

\_\_\_\_\_ **Member's/Proxy's Name in Block Letters**

\_\_\_\_\_ **Member's/Proxy's Signature**

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him

3. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Members of Scarnose International Limited to be held on Monday, September 18, 2023 at 04:00 P.M. at the registered office of the Company situated at 503, Sun Square, Nr. Hotel Nest, off. C.G. Road, Navrangpura, Ahmedabad-380006, Gujarat (India) and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary businesses</b>				
1.	Adoption of Financial Statements.			
2.	Re-Appointment of Ms. Dakshita Dadhich (DIN: 09356713) as a director of the company liable to retire by rotation			
3.	Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of M/s. J.S. Maheshwari & Co., Chartered Accountants, Ahmedabad (FRN: 001318C			

Signed this.....day of....., 2023

Affix  
Revenue  
Stamp of  
not less  
than ₹1

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.