



mathew easow
research securities ltd.

Regd. Office : Rajkamal Building, 128, Rashbehari Avenue, 1st Floor, Kolkata - 700 029

CIN : L74910WB1994 PLC064483

☎ : 033 2464-7022
Tele Fax : 033-4066-0354
e-mail : mers.ltd.@gmail.com
web site : www.mersl.co.in

Date: 20.08.2022

To
The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai – 400 001

Scrip Code: BSE - 511688

Sub.: Submission of Notice of 28th Annual General Meeting (AGM)

Dear Sir/Madam,

We wish to inform you that the 28th Annual General Meeting (AGM) of the Company will be held on Tuesday, September 13, 2022 at 12.30 P.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We enclose herewith Notice dated 13th August, 2022, convening Annual General Meeting (AGM) of the Company giving instruction for attending the meeting through VC/OAVM and E-Voting. It will be sent only in electronic mode to all those members who have registered the e-mail address with their respective Depository Participant or the Company or its Registrar and Transfer Agents.

The Notice of 28th Annual General Meeting of the Company is also available on the Company's Website www.mersl.co.in.

You are requested to take the same on record

Thanking you,

Yours faithfully
For **Mathew Easow research securities limited**


Sarika Kedia
(Company Secretary & Compliance officer)

Encl: As above

MATHEW EASOW RESEARCH SECURITIES LTD.

Regd. Off. : Rajkamal Building, 128 Rash Behari Avenue, 1st Floor, KOLKATA – 700029

CIN - L74910WB1994PLC064483; Telephone – 033 2464-7022

Email - mers.ltd@gmail.com; Website – www.mersl.co.in

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting (“AGM”) of the Members of Mathew Easow Research Securities Limited will be held on Tuesday, the 13th day of September, 2022 at 12.30 P.M. through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following businesses:-

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022 and reports of the Board of Directors and the Auditors’ Report thereon.
2. To appoint a Director in place of Mrs. Pritha Sinha Pandey (DIN- 07016238), who retires by rotation and being eligible offers herself for re-appointment.

AS SPECIAL BUSINESS:

3. **To Re-appoint and Fix Remuneration of Mr. Beda Nand Choudhary as Whole-time Director of the Company**

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

“**RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to approval of the Board of Directors and recommendation of Nomination and remuneration committee, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Beda Nand Choudhary (DIN- 00080175) as a Whole Time Director of the Company who is also liable to retire by rotation for a period of three years from 15th June, 2022 to 14th June, 2025 on the terms and conditions of appointment and remuneration, as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of re-appointment and remuneration so as to not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with limits specified in Schedule V to the Companies Act, 2013 and as may be agreed to by the Board of Directors and Mr. Beda Nand Choudhary.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board
For **Mathew Easow Research Securities Limited**

Place: Kolkata
Date: 13th August, 2022

Sarika Kedia
Company Secretary

Notes:

1. In view of the prevailing circumstances due to the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars'), physical attendance of the Members at the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). In compliance with the provisions of the Companies Act, 2013 (Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 28th AGM of the Company will be held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 128 Rash Behari Avenue, Rajkamal Building, 1st Floor, Kolkata - 700029.
2. Pursuant to the above said Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals/ HUF, NRI etc.) are required to send scanned copy of its board or governing body resolution/ authorization etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting).
3. 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 for 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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), 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the above Circulars the Notice calling the AGM along with Annual Report 2021-22 are being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at www.mersl.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with above said MCA and SEBI Circulars.
8. The members seeking any information with regards to accounts or any other matters to be placed at the AGM, are requested to write to the Company in advance through email at mers.ltd@gmail.com. The same will be replied by the Company suitably.

9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of the Notice. Brief profile of the directors proposed to be appointed is set out in the Explanatory Statement to this Notice.
10. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to mers.ltd@gmail.com from their registered e-mail address.
11. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Limited (RTA), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.
12. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFSC code) and Permanent Account Number (PAN) with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA as the same is mandated by the Securities and Exchange Board of India.
13. In terms of SEBI Notifications, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, the Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
14. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the members, will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after 1st April 2023, in case any of the above cited details / documents are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.mersl.co.in>.
15. The Company requests you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email address with details of their Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card as identity proof) and AADHAAR (self attested scanned copy of Aadhaar Card as address proof) by sending an e-mail to the M/s. MCS Share Transfer Agent Limited at mcssta@rediffmail.com or to the Company at mers.ltd@gmail.com.
16. Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to jagannathcs@hotmail.com with a copy marked to evoting@nsdl.co.in.
17. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 7th September, 2022 to Tuesday, 13th September, 2022 (both days inclusive).

18. Voting through electronic means

- I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations) and provisions of Section 108 of the Companies Act, 2013 read with related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility (“remote e-voting”) to all its members.
- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 6th September, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 6th September, 2022, shall be entitled to exercise his/her vote by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on Saturday, 10th September, 2022 at 9.00 a.m. and will end on Monday, 12th September, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date of Tuesday, 6th September, 2022 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 Tuesday, 6th September, 2022. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting 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/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
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 link

	in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

19. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jagannathcs@hotmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 6th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 6th September, 2022 may follow steps mentioned in the Notice of the AGM under Step-1 : "Access to NSDL e-Voting system" (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in / 022-24994360 or contact at 1800 1020 990 and 1800 22 44 30 or can send mail at evoting@nsdl.co.in
5. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.

6. The Company has appointed CS Jagannath Kar, Practicing Company Secretary (Membership No. 20600; CP No: 7591), to act as the Scrutinizer for conducting the remote e-voting process as well as casting vote through the e-Voting system during the Annual General Meeting in a fair and transparent manner.
7. 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 system and shall make a consolidated Scrutinizer's Report.
8. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company i.e. www.mersl.co.in and on the website of NSDL and shall be forwarded to the stock exchanges, BSE Limited.

20. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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 (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to (Company email id).
2. 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), AADHAAR (self attested scanned copy of Aadhaar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed

under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
 5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
 6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at company email id at least 3 days before the date of Annual General Meeting.
 7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company email id at least 3 days before the date of Annual General Meeting. The same will be replied by the company suitably.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 11. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
23. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mrs. Pritha Sinha Pandey
Date of Birth	25.07.1980
Qualification	LL.B
Expertise in specific functional areas	She has over 10 years experience inter alia in the field of Legal and Corporate law matters.
Details of remuneration to be paid, if any	NIL
Shareholding in the Company	NIL
Relationship with other directors or KMPs	She is not related to any of the directors or KMPs of the Company
Directorship held in other listed Companies	NIL
Committee Membership in other listed companies	NIL

Name of the Director	Mr. Beda Nand Choudhary
Date of Birth	17.02.1970
Qualification	B.Com (Commerce Graduate)
Expertise in specific functional areas	He has over 26 years experience inter alia in the field of Accounting, Financing and Investment field.
Details of remuneration to be paid, if any	Rs. 50,000/- per month
Shareholding in the Company	NIL
Relationship with other directors or KMPs	He is not related to any of the directors or KMPs of the Company
Directorship held in other listed Companies	NIL
Committee Membership in other listed companies	NIL

By Order of the Board
For **Mathew Easow Research Securities Limited**

Place: Kolkata
Date: 13th August, 2022

Sarika Kedia
Company Secretary

MATHEW EASOW RESEARCH SECURITIES LTD.

Regd. Off. : Rajkamal Building, 128 Rash Behari Avenue, 1st Floor, KOLKATA – 700029

CIN - L74910WB1994PLC064483; Telephone – 033 2464-7022

Email - mers.ltd@gmail.com; Website – www.mersl.co.in

ANNEXURE TO NOTICE

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

Item No. 3:

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 25th Annual General Meeting held on 30th September, 2019, had approved the Appointment of Mr. Beda Nand Choudhary (DIN-00080175) as Whole Time Director of the Company for a period of 3 years with effect from 15th June, 2019 to 14th June, 2022 with the remuneration of Rs. 50,000/- per month.

The Board of Directors ('Board') of the Company at its meeting held on 28th May, 2022, pursuant to the recommendation of the Nomination and Remuneration Committee approved re-appointment of Mr. Beda Nand Choudhary (DIN: 00080175) as a Whole Time Director of the Company who is also liable to retire by rotation for a period of three years from 15th June, 2022 to 14th June, 2025 subject to approval of the members and the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with the remuneration of Rs. 50,000/- per month.

Mr. Beda Nand Choudhary is a Commerce graduate and has extensive knowledge in the field of finance and investments. His dynamism and the business acumen will be of great asset to the Company.

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director, if the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Beda Nand Choudhary remuneration by way of salary, allowances, perquisites not exceeding Rs. 50,000/- per month or the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Beda Nand Choudhary.

Since there is inadequate profit during the financial year ended 31.03.2022, your approval is sought for payment of above remuneration to Mr. Beda Nand Choudhary as per the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 as a Special Resolution.

General Information:

Nature of Industry: The Company is Non-Banking Finance Company.

Date or expected date of commencement of commercial production: Not Applicable.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	F.Y. 2019-20	F.Y. 2020-21	F.Y. 2021-22
Total Revenue	494.53	219.44	244.65
Profit before Tax	14.82	9.25	18.02
Profit after Tax	13.57	11.01	10.52

Foreign Investments or collaboration: The Company has not received any foreign investments and not entered into any foreign collaboration.

Information about the Appointee:

Background details: Mr. Beda Nand Choudhary is associated with the company since 14.01.2010 and was appointed as the Whole-time Director of the Company with effect from 15th June, 2019 for a period of 3 years till 14th June, 2022. As his term has expired on 14th June, 2022, based on the recommendation of the nomination and remuneration committee, the Board of Directors in their meeting held on 28th May, 2022, has decided to re-appoint him as the Whole Time Director of the Company with effect from 15th June, 2022 for a period of 3 years.

Past Remuneration: For FY 2019-20: Rs. 4.75 Lacs, For FY 2020-21: Rs. 6.00 Lacs and For F.Y. 2021-22: Rs. 6.00 Lacs.

Recognition or Award: NIL

Job Profile and his suitability: He is a Commerce graduate and has extensive knowledge in the field of finance, accounts and investments. His dynamism and the business acumen will be of great asset to the Company.

Remuneration Proposed: As mentioned above in the Explanatory Statement u/s 102 of the Companies Act, 2013 Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person, taking into account the size of the Company, the amount of remuneration is reasonable.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: There is no pecuniary relationship with the Company except that he is associated with the Company as a director since 14.01.2010. Further he does not hold any shares of the Company.

Other Information:

Reasons of inadequate profits: Due to the incremental of the operating expenses, the Company had incurred the inadequate profit during the financial year 2021-22.

Steps taken or proposed to be taken for improvement: The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, management continues to explore avenues to increase revenues through investment in its capabilities.

Expected increase in productivity and profits: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

Since the Company is operating inadequate profit, the above proposal requires approval of shareholders of the Company. Hence, the proposal is before the shareholders for approval through special resolution.

The material terms of appointment and remuneration are given below: -

General:

(i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Board of Directors.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

Your Directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in this Resolution except Mr. Beda Nand Choudhary.

By Order of the Board
For **Mathew Easow Research Securities Limited**

Place: Kolkata
Date: 13th August, 2022

Sarika Kedia
Company Secretary