

# RETRO GREEN REVOLUTION LIMITED

(Formally Known as Jolly Merchandise Ltd.)

Regd. Office :- C/231, 2nd Floor, 'Siddharth Excellence', Opp. D-Mart, Vasna Main Road, Vadodara - 390 015, Gujarat  
Phone :- 0265 - 2251221 / Fax :- 0265 - 2251221 / E-mail :- retrogreenrevolution@gmail.com  
Website :- www.retrogreen.in / CIN No. : L01130GJ1990PLC014435

To,  
The General Manager-Listing  
Corporate Relationship Department  
BSE Limited, Ground Floor,  
P.J. Towers, Dalal Street, Mumbai

Date:- 24-02-2022

Ref.: Script Code: 519191

Dear Sir/Madam,

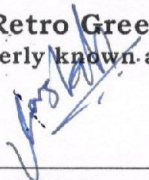
**Sub: Notice of Extra Ordinary General Meeting (EOGM) of the Company**

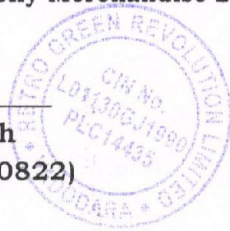
This is with the reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of notice of Extra Ordinary General Meeting of the company scheduled to be held on 22<sup>nd</sup> March, 2022 at 11:30 A.M. at office situated at C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara, (Gujarat) - 390015.

Kindly take the same on your record.

Thanking You  
Yours faithfully,

**For Retro Green Revolution Limited**  
(Formerly known as 'Jolly Merchandise Ltd.)

  
Mr. Nimesh B. Shah  
(Director- DIN: 07600822)



Encl. as above

## **RETRO GREEN REVOLUTION LIMITED**

### **NOTICE**

Notice is hereby given that Extra Ordinary General Meeting of the members of '**Retro Green Revolution Limited**' will be held on 22<sup>nd</sup> March, 2022 at 11:30 A.M. at the registered office of the Company situated at C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara, Gujarat - 390015 to transact the following businesses:

#### **SPECIAL BUSINESS:**

#### **Reclassification of the status of Promoter Holding into Public Holding:**

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as "Listing Regulations") including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company, be and is hereby accorded to reclassify the status of promoter (Nileshkumar Khatri) holding 1,95,000 equity shares of Rs.10/- each of the Company comprising of 4.04% of the paid up capital of the Company (hereinafter referred to as "applicants") into "Public Category";

**RESOLVED FURTHER THAT** the applicant seeking re-classification and persons related to the applicants [as defined under sub clause (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] seeking re-classification shall not:-

- (i) Individually, hold more than ten percent of the total voting rights of the Company;
- (ii) Exercise control over the affairs of the Company directly or indirectly;
- (iii) Have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreement;
- (iv) Be represented on the board of directors (including not having a nominee director) of the Company;
- (v) Act as a key managerial person in the Company;
- (vi) Be a 'willful defaulter' as per Reserve Bank of India Guidelines;
- (vii) Be a fugitive economic offender."

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby authorized to submit the application for reclassification to the SEBI Board, Stock Exchange, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution;

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors  
For Retro Green Revolution Limited**

**Place: Vadodara  
Date: 24/02/2022**

**Sd/-  
Nimesh B Shah  
Director  
DIN: 07680022**

## NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Extra Ordinary General Meeting (“Meeting”) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **16<sup>th</sup> March, 2022 to 22<sup>nd</sup> March, 2022** (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/Cameo has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.

7. The Notice of EOGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of EOGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of EOGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

**8. Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**PROCEDURE FOR E-VOTING:**

***A. The instructions for members for voting electronically are as under:-***

- (i) The voting period begins on 19<sup>th</sup> March, 2022 at 09:00 A.M. and ends on 21<sup>st</sup> March, 2022 at 05:00 P.M. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15<sup>th</sup> March, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

*In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)*

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15<sup>th</sup> March, 2022.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mr. Ashok V. Shelat, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Ashok V. Shelat, Scrutinizer, having office address at-18, Jay Gayatri Nagar, Near Amit nagar Circle, VIP Road, Vadodara-390 018, Gujarat, Tel. No: - 9426500235, E-mail:- ashok\_shelat@yahoo.co.in, so as to reach him on or before 21st February, 2022 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e- voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
11. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Satellite Corporate Services Private Limited, Mumbai, Registrar and Share Transfer agent of the Company immediately.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Satellite Corporate Services Private Limited, Mumbai, Registrar and Share Transfer agent of the Company.
14. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
16. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within forty eight hours of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited.

**By Order of the Board of Directors  
For Retro Green Revolution Limited**

**Place: Vadodara  
Date: 24/02/2022**

**Sd/-  
Nimesh B Shah  
Director  
DIN: 07680022**

### **Explanatory statement pursuant to section 102(1) of the companies act, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), has provided a regulatory mechanism for re-classification of promoters as Public Shareholder subject to fulfilment of conditions provided therein.

The Company has received letters from the following entity falling under the category of "Promoter / Promoter Group" of the Company requesting to be re-classified from the category of "Promoters / Promoter Group" to "Public Category".

<b>Sr. No.</b>	<b>Name Of Promoter</b>	<b>No. of Shares</b>	<b>Percentage</b>
1	Nileshkumar Khatri	1,95,000	4.04

The aforesaid Outgoing Promoter has in his request letter, informed the Company that owing to the following reasons Outgoing Promoter has decided that it would be prudent for him to seek re-classification:

- a. He does not hold more than ten percent of the total voting rights in the company;
- b. He does not exercise control over the affairs of the listed entity directly or indirectly;
- c. He does not have any special rights with respect to the listed entity through formal or informal arrangement including through any shareholder agreements;
- d. He is not represented on the board of directors (including not having a nominee director) of the listed entity;
- e. He is not acting as a key managerial person in the listed entity;
- f. He is not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- g. He is not a fugitive economic offender.

The Outgoing Promoters have vide their aforementioned request letter also informed the Company that he shall:

- (i) satisfy all conditions specified in Regulation 31A(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) undertake to comply with the requirements specified in Regulation 31A(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at all times.

In view of applications received from the above entity and in consideration with the proper compliance of Regulation 31A of Listing Regulations, 2015, the Board of Directors of the Company at its meeting held on 12<sup>th</sup> February, 2022, has considered the application for re-classification received by the Company as above from the Promoter Group Category to Public Category subject to approval by the members, SEBI Board, Stock Exchange or any other regulatory body as may require.

Board of Directors recommend the passing of the Resolution in the Notice as an Ordinary Resolution.

None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors  
For Retro Green Revolution Limited**

**Place: Vadodara  
Date: 24/02/2022**

**Sd/-  
Nimesh B Shah  
Director  
DIN: 07680022**