

ADARSH MERCANTILE LIMITED

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held at the Registered Office at 8A & 8B, Satyam Towers, 3, Alipore Road, Kolkata – 700 027, on Tuesday, the 16th day of August 2011 at 12.00 P.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint the Statutory Auditors of the Company and fix their remuneration.

Special Business:

Item No. 3

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

"RESOLVED THAT in accordance with the provisions of Section 255 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mrs. Ekta Dhanania, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member in writing, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

Notes:

- a) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
- b) Each shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxy form should, however, be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- c) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- d) Members/Proxies attending the meeting are requested to bring their copy of the Attendance Slip duly filled in.
- e) The Register of Share Transfers of the Company will remain closed for accepting share transfer applications from 8th August 2011 to 15th August 2011.

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**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956
(Annexure as referred to in the notes of Notice)**

Item No. 3

Pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, the Board of Directors of the Company in its meeting held on January 3, 2011, appointed Mrs. Ekta Dhanania as an Additional Director of the Company.

The Company had received a notice in writing from a member along with a deposit of Rs 500 proposing the candidature of Mrs. Ekta Dhanania for the office of Director of the Company.

Mrs. Suchita Chhawchharia is not disqualified from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956 and has complied with the requirements of obtaining a Directors' Identification Number in terms of Section 266A of the Companies Act, 1956.

The Board recommends the resolution for the appointment of Mrs. Ekta Dhanania as a Director of the Company.

Mrs. Ekta Dhanania does not hold any equity shares of the Company in her own name and except Mrs. Chhawchharia none of the Directors of the Company are, in any way, concerned or interested in this resolution.

By Order of the Board of Directors

For Adarsh Mercantile Ltd.

P Narayanan
Director

Date: May 30, 2011
Place: Kolkata