

## ADARSH MERCANTILE LIMITED

### NOTICE

**Notice is hereby given that the Twenty Ninth 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 Saturday, the 27<sup>th</sup> day of September 2014 at 11.00 A.M. to transact the following business:**

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 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.
3. To appoint a Director in place of Mr. Gautam Agarwala (DIN - 00791678) who retires by rotation and is eligible for re-appointment.

#### **Notes:**

1. 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.
2. A person can act as Proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as Proxy for any other person or shareholder.
3. 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.
4. Members/Proxies should fill the Attendance Slip attending the meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
6. In terms of Articles 82 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Gautam Agarwala, retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company commends their re-appointment.

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7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 22<sup>nd</sup> September, 2014 to Saturday, the 27<sup>th</sup> September, 2014 (both days inclusive).
8. Members holding shares in physical form are requested to notify any change in their address immediately to the Company at its Registered Office or its Registrar & Share Transfer Agents office M/s. Niche Technologies Pvt. Ltd., D- 511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001.
9. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit the prescribed particulars in Form SH-13 and SH-14 accordingly, to the Company.
10. At present the Company's equity shares are listed on the Stock Exchange at Kanpur and Bombay and listing fees for the current financial year 2014-15 have been paid to all the aforesaid Stock Exchanges. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialised under the ISIN - INE673E01018. The custodian fees for the current financial year 2014-15 have been paid to all the aforesaid Depositories.
11. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all the working days between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
12. Members are requested to bring their copies of the Reports and Accounts to the Meeting. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company or its Registrars & Share Transfer Agents.
14. Section 20 of the Companies Act, 2013, read together with Section 101 and Section 136 and relevant rules made thereunder, the service of documents including the Financial Statements, Notice, etc. can be made through the electronic mode. The Company may henceforth e-mail the documents including the Annual report containing Financial Statements and other documents, Notice, etc, and other documents /communications to the shareholders at the e-mail addresses registered with the Company/ received through the respective Depositories. Shareholders holding shares in physical form are requested to register/update their e-mail addresses with the Company's Registrar and Share Transfer Agent, i.e. M/s. Niche Technologies Pvt. Ltd., D- 511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001 or with the Company at [adarshmercantile@gmail.com](mailto:adarshmercantile@gmail.com). Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository

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Participant. In absence of e-mail address, the documents will be sent in physical mode.

### 15. Voting through Electronic means:

- i. In Compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
- ii. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting.
- iii. The instruction for Shareholders voting electronically are as under:
  - a. The voting period begins on Monday, 22<sup>nd</sup> September, 2014 (10.00 A.M. IST) and ends on Tuesday, 23<sup>rd</sup> September, 2014 (6.00 P.M. IST). During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 22<sup>nd</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - c. Click on "shareholders" tab.
  - d. Now, select the "**ADARSH MERCANTILE LIMITED**"
  - e. Now enter your User ID:
    - i. For CDSL: 16 digits beneficiary ID
    - ii. For NSDL: 8 character DP ID followed by 8 digits Client ID,
    - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - f. Next enter the Image Verification as displayed and Click on Login.
  - g. 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.

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h. 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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li></ul> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>Please Enter the DOB or Bank Account Number in order to Login.</li></ul> <p>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 22, 2014</p>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- l. Click on the EVSN for the relevant "Company Name" on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Notes for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and signed of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 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.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available

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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).

16. Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No. FCS 3811) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adarshmercantile.in](http://www.adarshmercantile.in) and on the website of CDSL viz [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the Twenty Ninth Annual General Meeting on 27<sup>th</sup> September, 2014 and communicated to the BSE Limited and The UP Stock Exchange Limited, where the shares of the Company are listed.
19. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
20. The voting right of Shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date (record date) of 22<sup>nd</sup> August, 2014.

**By Order of the Board of Directors**

**For Adarsh Mercantile Ltd.**

**Suchita Chhawchharia  
(Director)**

Date: August 19, 2014

Place: Kolkata

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**Additional Information of Directors seeking re-appointment at the 29<sup>th</sup> Annual General Meeting pursuant to Clause 49 of the Listing Agreement.**

(Annexure as referred to in Agenda No. 3 on notice)

<b>Name of Director</b>	Mr. Gautam Agarwala
<b>DIN No.</b>	00791678
<b>Date of Birth:</b>	15.01.1977
<b>Date of First Appointment &amp; their Position thereto</b>	28.09.2007
<b>Education Qualification</b>	B.Com
<b>Expertise in Specific functional areas</b>	Experience in trading in Merchandise, Accounts, Finance, Investment and Fund Management.
<b>Chairman/Membership of Committees in this company</b>	Member of Audit Committee & Chairman of Investor Grievance Committee
<b>Present Status of director in this Company</b>	Non Executive Independent Director
<b>Directorship in other Public Limited Companies</b>	None
<b>Chairman/Membership of Committees in other Public Limited Companies</b>	None
<b>Shareholding as on 31<sup>st</sup> March, 2014</b>	None
<b>Seeking appointment/reappointment</b>	Retire by rotation and seeking reappointment
<b>Rotational Status</b>	Retire by rotation
<b>Tenure of Appointment</b>	Not Applicable

Mr. Gautam Agarwala is interested in the appointment. Hence, your Board of Directors recommend the above appointment.

**By Order of the Board of Directors**

**For Adarsh Mercantile Ltd.**

**Suchita Chhawchharia  
(Director)**

Date: August 19, 2014

Place: Kolkata