

# **ANNUAL REPORT**

**2018-19**

**ADARSH MERCANTILE LIMITED**

# ADARSH MERCANTILE LIMITED

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# **ADARSH MERCANTILE LIMITED**

CIN: L51109WB1992PLC055082

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

SUCHITA CHHAWCHHARIA, EXECUTIVE DIRECTOR

ARITRA BASU, NON-EXECUTIVE DIRECTOR

SUNDAR LAL MOHTA, INDEPENDENT DIRECTOR

MANISH KHAITAN, INDEPENDENT DIRECTOR

### **CHIEF FINANCIAL OFFICER**

MR. SHIV SHANKAR SHARMA

### **COMPANY SECRETARY**

MS. ANKITA BANERJEE

### **STATUTORY AUDITORS**

M/S. RAY & CO.  
CHARTERED ACCOUNTANTS  
SHAKESPEARE COURT  
21A, SHAKESPEARE SARANI, FLAT 8C,  
8<sup>TH</sup> FLOOR, KOLKATA 700017

### **REGISTERED OFFICE**

8A & 8B, SATYAM TOWERS,  
3, ALIPORE ROAD,  
KOLKATA – 700027

### **REGISTRAR**

NICHE TECHNOLOGIES PRIVATE LIMITED  
3 A AUCKLAND PLACE,  
ROOM NO. 7A & 7B, 7TH FLOOR,  
KOLKATA-700017

# ADARSH MERCANTILE LIMITED

CIN: L51109WB1992PLC055082

Registered Office: 8A & 8B, Satyam Towers, 3, Alipore Road,  
Kolkata – 700 027.

Phone No. : (033) 2479-1951, Fax: (033) 2479-1952

Email: [adarshmercantile@gmail.com](mailto:adarshmercantile@gmail.com), Website: [www.adarshmercantile.in](http://www.adarshmercantile.in)

## **NOTICE**

**NOTICE** is hereby given that the Annual General Meeting of the Members of **M/s. ADARSH MERCANTILE LIMITED** will be held at the Registered Office of the Company at 8A & 8B, Satyam Towers, 3, Alipore Road, Kolkata – 700027 on Saturday, the 14<sup>th</sup> day of September, 2019 at 12.30 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company which comprises of Balance Sheet as at 31<sup>st</sup> March, 2019, Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Aritra Basu (DIN: 06779222), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **RE-APPOINTMENT OF MR. SUNDAR LAL MOHTA (DIN: 05122250) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sundar Lal Mohta (DIN: 05122250) be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years, with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025 and shall not be liable to retire by rotation.”

*By Order of the Board of Directors  
For Adarsh Mercantile Limited  
Sd/-*

*Ankita Banerjee  
Company Secretary*

**Place: Kolkata**

**Date: 08.08.2019**

**NOTES:**

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), with respect to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. The profile of the Directors seeking appointment/ re-appointment, as required in terms of applicable regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT 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 MEMBER.**
5. The instrument appointing proxy must be duly stamped, completed, dated, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The instrument of proxy is valid only for the Annual General Meeting and any adjournment thereof. A proxy form is enclosed.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. The proxy shall carry his / her / their Identity proof for attending the meeting to proof his/her/their credentials in terms of the Secretarial Standards.
8. 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.
9. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 02.08.2019.
10. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 07.09.2019 are requested to send the duly signed written / email communication to the Company at [adarshmercantile@gmail.com](mailto:adarshmercantile@gmail.com) and to the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 07.09.2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 07.09.2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to the Registrar and Share Transfer Agent. The nomination form may also be downloaded from the Company's website : [www.adarshmercantile.in](http://www.adarshmercantile.in)
14. **The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 8<sup>th</sup> day of September, 2019 to Saturday, the 14<sup>th</sup> day of September, 2019 (both days inclusive) for the purpose of this AGM.**
15. There is no un-paid or un-claimed dividend for any of the dividend in the earlier years.
16. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours and also at the AGM in physical mode.
17. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
18. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical mode who have not registered their e-mail addresses so far are requested to register their e-mail address to the RTA/ Company for receiving all aforesaid communication from the Company, electronically.**
19. The Notice of the AGM, along with the Annual Report, Attendance Slip and Proxy Form along with the process, instructions and the manner of conducting e-voting are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report'2019 are being sent in the permitted mode. The documents referred to above are also available on the Company's website: [www.adarshmercantile.in](http://www.adarshmercantile.in)
20. As an austerity measure copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copy of Annual report to the Meeting.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/ R&TA.

## 22. Voting Through Electronic Means

I. As per 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 the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system (“remote-voting”) under an arrangement with The Central Depository Services (India) Limited (“CDSL”) as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through e-voting, a Member shall not be allowed to change it subsequently.

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 only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

### III. The instructions for shareholders voting electronically are as under:

- (i) The voting through electronic means will commence on Wednesday, the 11<sup>th</sup> day of September 2019 at 10.00 a.m. (IST) and will end on Friday, the 13<sup>th</sup> day of September 2019 at 5.00 p.m. (IST). The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-Voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the cut-off date 07.09.2019 may cast their vote.
- (ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on “Shareholders” tab.
- (v) After that enter your user ID;
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID; and
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company excluding the special characters.
- (vi) Next enter the image verification as displayed and click Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

|                       | For Members holding shares in Demat Form and Physical Form  |
|-----------------------|---|
| 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul> |
| Date of Birth (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><li>• If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field</li></ul>   |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
  - (x) The Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will then 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.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for the relevant <**ADARSH MERCANTILE LIMITED**> on which you choose to vote.
  - (xiii) 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.
  - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xv) 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.
  - (xvi) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
  - (xviii) If 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.
  - (xix) **Note for Institutional Shareholders and Custodians.**
    - Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc) and Custodian are required to log on to <https://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 they have to create a compliance user 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.
  - (xx) 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) or contact them at 1800 200 5533.
  - (xxi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
1. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [santibrewalla@gmail.com](mailto:santibrewalla@gmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and the same may also be send to the Scrutinizer in physical mode also on or before 13.09.2019 upto 5.00 p.m. without which the vote shall not be treated as valid.
  2. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

3. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
4. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated Scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
5. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
6. 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 immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
7. Shareholders are requested to give their valuable suggestions for improvement of our investor services.
8. Route-map to the venue of the AGM is annexed for the convenience of the members.

*By Order of the Board of Directors*

***For Adarsh Mercantile Limited***

***Sd/-***

***Ankita Banerjee***

***Company Secretary***

**Place: Kolkata**

**Date: 08.08.2019**

## **ANNEXURE TO NOTICE OF AGM**

### **A. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting**

**[ In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ]**

| <b>Sl. No.</b> | <b>Name of the Director</b>  | <b>Mr. Aritra Basu</b>   | <b>Mr. Sundar Lal Mohta</b>   |
|----------------|--|--|---|
| 1.             | DIN  | 06779222   | 05122250  |
| 2.             | Date of Birth and Age  | 30.05.1986, 33 years   | 15.08.1964, 54 years  |
| 3.             | Nationality  | Indian   | Indian  |
| 4.             | Date of appointment on Board   | 31.03.2016   | 31.03.2015  |
| 5.             | Terms & Condition of appointment/ re-appointment   | N.A.   | As provided in the notice   |
| 6.             | Remuneration proposed  | N.A.   | -   |
| 7.             | Remuneration last drawn  | N.A.   | -   |
| 8.             | No. of shares held in the Company  | -  | -   |
| 9.             | Qualification & Expertise in specific functional area  | B.Com.<br>Expertise in Accounts & Finance  | B.Com., Cost Accountant (ICWAI)   |
| 10.            | No. of Board Meetings Attended during F.Y. 2018-19   | 4  | 4   |
| 11.            | List of other listed Companies in which Directorships held as on 31st March, 2019  | NIL  | NIL   |
| 12.            | List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2019   | 1. Downhill Distributors Pvt. Ltd.<br>2. Edition Sales Pvt. Ltd.<br>3. Mapps IT Services Pvt. Ltd. | 1. Beatle Agecies Private Limited<br>2. Exuberance Events Private Limited |
| 13.            | Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31 <sup>st</sup> March, 2019 | NIL  | NIL   |
| 14.            | Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter se                                       | NIL  | NIL   |