

ANNUAL REPORT

2017-2018

CHANDRIMA MERCANTILES LTD

BOARD OF DIRECTORS

JINAL Y. MODI
Kunal J. Mehta
POOJA KUMARI

Managing Director
NonExecutiveDirector
Non ExecutiveDirector

AUDITORS

GOPAL C.SHAH&CO.
Chartered Accountants

102, Tejshri Residency, Vijay Cross Raod,
Navrangpura, Ahmedabad
Ph. +91 79-26443848, +91 9227248883
E-Mail: cagopalcshah@gmail.com

REGISTERED OFFICE:

322, Madhvpura Gunj Bazar,
Madhvpura,
Ahmedabad -380004.

Email: chandrimamercantile@gmail.com

Website: www.chandrimamercantiles.com

NOTICE

NOTICE is hereby given that Annual General Meeting of Company will be held on Saturday, 29th September, 2018 at 12:00 P.M. at the Registered office of the Company situated at 322, Madhvpura Gunj Bazar, Madhavpura, Ahmedabad-380004 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2018, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Jinal Y. Modi, who retires by rotation and being eligible offers himself for reappointment
3. To appoint Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139-141 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Gopal C shah & Co. Chartered Accountants (Membership No.34967), be appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in 2019 of the Company, subject to annual approval of shareholders of the company and ratification by Members every year on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to out-of-pocket expenses in connection as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS :

4. DELISTING FROM CALCUTTA STOCK EXCHANGE LIMITED (CSE):

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Voluntary Delisting of Shares from the Stock Exchanges, Central Listing Authority and subject to the provisions of the Security Contract and Regulation Act, 1956, Listing Agreement, and any directions or modifications as may be issued by any regulating authority, and subject to the approval by the members by way of special resolution the consent of the Board of directors of the Company be and is hereby accorded to delist the Equity Shares of the Company from the Calcutta Stock Exchange (CSE).

RESOLVED FURTHER THAT, Mr. Jinal Y. Modi, the Managing Director of the Company be and is hereby authorized to take effective steps for voluntary delisting of shares from the above said stock exchanges and to accept any terms and conditions as may be imposed by the Stock Exchanges, Central Listing Authority, SEBI or any regulating authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of the equity shares of the Company from the above said stock exchange and to execute Indemnity Bond/undertaking or any other writings, which they may in their absolute discretion consider necessary, proper or expedient for giving effect to the above said resolution and that the Common Seal of the Company be affixed on any documents as may be required by the Stock Exchanges in presence of Mr. Jinal Y. Modi, Managing Director of the Company.

DATE : 03.09.2018
PLACE: Ahmedabad

FOR AND ON BEHALF OF THE BOARD

Sd/-
JINAL Y. MODI
(CHAIRMAN)
DIN: 07153155

NOTES :

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty eight hours before the time of holding the Meeting.
- b. Members/Proxies attending the Meeting should bring their copy of the Annual Report for reference at the meeting.
- c. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 29th September, 2018 both days inclusive.
- d. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Skyline Financial Services Pvt. Ltd.** The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
- e. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 5.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
- f. Members are requested to bring their Attendance slip to the Meeting.
- g. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
- h. Electronic copy of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
- i. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
- j. Members desiring any information as regards the operations of the Company are requested to write to the Company at least 5 days in advance so as to enable the management to keep the information ready at the meeting.
- k. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted

through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The e-voting facility is available at the link www.evotingindia.com.

- l. The e-voting facility will be available on and from **26th September, 2018** at 10:00 a.m., and ends on **28th September, 2018** at 5.00 p.m. 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 **21.09.2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- m. Company has appointed **Mr. Ajit M. Santoki** Practicing Company Secretary (Membership No 4189, COP No. 2539) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- n. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- o. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The procedure and instructions for members for voting through electronic means are as under:

1. The voting period begins on **26th September, 2018** at 10:00 a.m., and ends on **28th September, 2018** at 5.00 p.m. 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 **21.09.2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - a. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - b. The shareholders should log on to the e-voting website www.evotingindia.com.
 - c. Click on Shareholders.
 - d. Now Enter your User ID
 - e. For CDSL: 16 digits beneficiary ID,
 - f. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - g. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - h. Next enter the Image Verification as displayed and Click on Login.
 - i. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

j. 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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
<ul style="list-style-type: none"> Dividend Bank Details OR Date of Birth(DOB) 	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in yourdemataccount or in the company records in order tologin. 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(v).

k. After entering these details appropriately, click on “SUBMIT “tab.

l. 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.

m. For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

n. Click on the EVSN for the relevant **CHANDRIMA MERCANTILES LIMITED** on which you choose to vote.

o. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same

p. 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.

- q. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- r. 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.
- s. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- t. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- u. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- v. Shareholders can also use Mobile app – “m – Voting” for e-voting. m – Voting app is available on Apple, Android and Windows based mobile. Shareholders may login to m-voting using their e-voting credentials to vote for the company resolution(s)
- w. Note for Non – Individual Shareholders and Custodians
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - vi. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **21st September, 2018** may follow the same instructions as mentioned above for e-Voting.

In Case of Members receiving physical Copy

- 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, under help section or write an email to helpdesk.evoting@cdslindia.com
- The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.chandrimamercantiles.com and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges
- Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Annual General Meeting by e-mail and others are sent by post. Members have option to vote either through e-voting or through Physical Ballot Form which will be provided at the venue of the AGM.

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot which shall be provided at the venue of the AGM or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa.

However, in case shareholders cast their vote by physical ballot and e- Voting, then voting done through e- voting shall prevail and voting done through physical ballot will be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice dated 3rd September, 2018.

ITEM NOS. 4

DELISTING FORM CALCUTTA STOCK EXCHANGE LIMITED (CSE):

The Board considered that the Company’s Equity Shares are listed with the Bombay Stock Exchange Limited and Calcutta Stock Exchanges and there is no trading or negligible trading of equity shares since listing at the Calcutta Stock Exchange. However, the Company’s shares are regularly being traded at the Bombay Stock Exchange (BSE). Therefore, in terms of the SEBI (Delisting of Equity Shares) Regulations, 2009, announced by the SEBI, the Companies have been permitted for voluntary delisting of shares including from the Regional Stock Exchange, subject to the compliance of the terms and conditions of the said regulations.

The Board further considered that the Bombay Stock Exchange Limited (BSE) is having nationwide trading terminals and the investors have access to trade and deal in Company’s shares across the country and listing on the Calcutta Stock Exchange (CSE) are not providing any significant tangible advantage to the shareholders and investors of the Company and the Company should take effective steps for voluntary delisting of the Company’s Equity Shares from the Calcutta Stock Exchange (CSE) and continue its listing only with the Stock Exchange Bombay Stock Exchange Limited (BSE) to avoid unnecessary financial and administrative burden due to multiple compliance of the various Regulations of the SEBI LODR and other related provisions from time to time and to provide better services to the investors through the nationwide Stock Exchange terminal.

DATE : 03.09.2018
PLACE: AHMEDABAD

FOR AND ON BEHALF OF THE BOARD

Sd/-

JINAL Y. MODI
(CHAIRMAN)
DIN: 07153155