

**CHANDRIMA MERCANTILES
LIMITED**

38TH ANNUAL REPORT

2019-20

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Company Information

Board of Directors	:	Mr.Kaupilkumar Shah : Whole – Time Director Ms. Shitalben Shah : Non-Executive Director Mr. Rakeshkumar Zala : Independent Director
Audit Committee	:	Mr. Kaupilkumar Shah : Chairman Ms. Shitalben Shah : Member Mr. Rakeshkumar Zala : Member
Nomination and Remuneration Committee	:	Mr. Rakeshkumar Zala : Chairman Ms. Shitalben Shah : Member
Stakeholders' Relationship Committee	:	Ms. Shitalben Shah : Chairman Mr. Kaupilkumar Shah : Member Mr. Rakeshkumar Zala : Member
Key Managerial Personnel	:	Mr. Kaupilkumar Shah : Whole-Time Director Mr. Jignesh Patel : Company Secretary Mr. Kaupilkumar Shah : CFO
Statutory Auditor	:	M/s. Gopal C. Shah & Co. Chartered Accountants, Ahmedabad
Secretarial Auditor	:	Gaurav Bachani & Associates, Company Secretaries, Ahmedabad
Share Transfer Agent	:	Skyline Financial Services Pvt. Ltd, Shop No.D-153A, I - Area, Okhla Phase – I, Okhla Industrial Area, New Delhi – 110 020
Registered Office	:	723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad – 380 004

NOTICE OF THE 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Shareholders of **Chandrima Mercantiles Limited** will be held on Thursday, 31st December, 2020 at 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad – 380 004 at 05:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2020 and Statement of Profit and Loss accounts together with the notes & schedules forming part thereof and Cash Flow Statement for the Financial Year ended on that date, and the reports of the Board of Directors (“The Board”) and Auditor thereon.
2. To appoint a director in place of Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT, Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

3. Appointment of Mr. Kaupilkumar Shah as a Whole – Time Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and applicable article of the Articles of Associations of the Company and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such condition as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and on recommendation of the Nomination and Remuneration Committee and as agreed by the Board of Directors (herein after referred to as the Board which term shall, unless repugnant to the context by the Board in this behalf, be deemed to include the Nomination and Remuneration Committee of the Board) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Kaupilkumar Shah as Whole-time Director of the Company, for a period of 5 years with effect from 1st January, 2021 to 31st December, 2025 on the terms and conditions including the remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and / or remuneration it may and as may be acceptable to Mr. Kaupilkumar Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT, the remuneration payable to Mr. Kaupilkumar Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the afore said resolution.”

4. Appointment of Ms. Shitalben Shah as a Non – Executive Director of the Company.

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 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shitalben Shah (DIN: 08935979) who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Appointment of Mr. Rakeshkumar Zala as an Independent Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakeshkumar Zala (DIN: 08973414), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires as on this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 1st January, 2021 to 31st December, 2025.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be

required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. Reclassification of Promoters share holding in the Company.

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 Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactment(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the members be and is hereby accorded for re-classification of following persons forming part of Promoter Group from “Promoter & Promoter Group Category” to “Public Category”:

1. Roshanlal Aggarwal
2. Upendra Hiralal Dalal
3. Rekha Fogle
4. Deoki Nandan Fogla
5. Santosh Fogla
6. Sushila Fogla

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing resolution to any Committee of the Board or to any director(s) / officer(s) / employee(s) of the Company as it may consider appropriate, including authorization for submitting/filing of necessary application(s), form(s) and return(s) with the Registrar of Companies, Ahmedabad, Ministry of Corporate Affairs, Stock Exchange and any other concerned authorities, as may be necessary, and to do all such acts, deeds and things as may be expedient or desirable to give effect to the foregoing resolution.”

Registered Office:

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate
Madhupura, Shahibaug,
Ahmedabad – 380 004

Date: 8th December, 2020

Place: Ahmedabad

**By the Order of the Board of
Chandrima Mercantile Limited**

Sd/-

**Kaupilkumar Shah
Whole-Time Director
DIN: 08937535**

Sd/-

**Rakeshkumar Zala
Director
DIN: 08973414**

Notes:

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE THIRTY EIGHTH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A person can act as a proxy on behalf of maximum of 50 shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A shareholder holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Every shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
3. A proxy form is enclosed herewith. In case a shareholder wants to appoint a proxy, a duly completed and stamped proxy form must reach the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate shareholders/Institutional Investors intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Thirty Eighth Annual General Meeting.
5. Shareholders who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and shareholders are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Skyline Financial Services Private Limited, Shop No.D-153A, 1st Floor, Okhla Industrial Area, Phase - 1, New Delhi - 110 020 Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the Thirty Eighth Annual General Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
7. As per SEBI Circular dated 12th May, 2020, Physical Copy of the Annual Report for the 38th AGM inter-alia is not required to be sent; therefore Annual Report is being sent only through electronic mode to those Members as on 20th November, 2020, whose email addresses are registered with the Company / Depositories. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at chandrimamercantile@gmail.com or Skyline Financial Services Private Limited at info@skylinetra.com / admin@skylinerta.com. Members may note that the Notice and Annual Report 2019-20 will also be available on website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 and 21 of Companies (Management and Administration (Rules), 2014 as amended from time to time and pursuant to Regulation 44 of SEBI (LODR), 2015 the Company is pleased to provide the shareholders of the Company facility to exercise their right to vote by electronic means for the resolution set forth in this notice through remote E- voting services provided by Central Depository Services (India) Limited (CDSL). The detail instructions for E -Voting are annexed to this Notice separately.

9. Shareholders are also informed that voting shall be by both the means i.e. polling paper and E – voting. Shareholders who could not vote through remote E-Voting can exercise their voting rights at the Thirty Eighth Annual General Meeting. The Company will make arrangements of polling papers in this regard at the Meeting’s Venue. The shareholders attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right to vote at the meeting.
10. However, the shareholders who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case the shareholders have cast their vote, through E - Voting and Polling Papers, then voting through E-voting shall prevail and voting done by Polling Papers shall be treated as invalid.
11. The Company has set 24th December, 2020 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Thirty Eighth Annual General Meeting, for both E- Voting and Voting by Physical Mode through polling papers.
12. The Board of Directors of the Company has appointed Gaurav Bachani & Associates, Company Secretaries, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper voting process for the Thirty Eighth Annual General Meeting in a fair and transparent manner.
13. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the E-voting & Paper Poll Votes indicates that the requisite majority of the Shareholders had assented to the Resolution.
14. The scrutinizer shall, immediately after the conclusion of voting at the Thirty Eighth Annual 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, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith. After declaration, the result of the E-voting and Paper Poll Votes will be posted on the website of BSE Limited, where the shares of the Company are listed.
15. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
16. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
17. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 24th December , 2020 (the “Cut-off” date) can exercise remote E-Voting by obtaining the Login Id and Password by sending an email to www.evotingindia.com by mentioning their Folio No./ DP ID/ and Client ID No. However, if such shareholder is already registered with CDSL for remote E-Voting then the existing user ID and password can be used for casting their vote.
18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their depository participant(s).
19. The route map showing directions to reach the venue of the Thirty Eighth Annual General Meeting is annexed.
20. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice as per Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.
21. In terms of the provisions of Section 152 of the Act, Mr. Kaupilkumar Shah, Whole – Time Director of the Company, who retires by rotation at this Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company re-commend his re-appointment.

22. Mr. Kaupilkumar Shah is interested in the Ordinary Resolutions set out at Item No. 2 and 3, of the Notice with regard to his re-appointment. Ms. Shitalben Shah, Non- Executive Director, is relative of Mr. Kaupilkumar Shah, may be deemed to be interested in the resolution set out at Item No. 2 and 3 of the Notice.
23. Ms. Shitalben Shah is interested in the Ordinary Resolutions set out at Item No. 4, of the Notice with regard to his re-appointment. Mr, Kaupilkumar Shah, Whole-time Director, is relative of Ms. Shitalben Shah, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.
24. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2, 3 and 4 of the Notice
25. The Register of Members and Share Transfer Books will remain closed from 25th December, 2020 to 31st December, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
26. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address :
Skyline Financial Services Private Limited, Shop No.D-153A, I - Area, Okhla Phase - I, Okhla Industrial Area, New Delhi - 110 020
27. General information on E- Voting: -
 - i. Date wise info: 28th December , 2020 (9.00 AM) till 30th December, 2020 (5.00 PM)
 - ii. The Voting rights of the shareholders will be in proportion of their shares as on 24th December, 2020 to the paid up share capital of the Company.
 - iii. The scrutinizer shall 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 make a consolidated scrutinizer's report of the votes cast in favour or against, in not later than three days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
 - iv. The Voting results of the Thirty Eighth Annual General Meeting so declared shall be immediately placed on the website of Stock Exchange i.e. BSE Limited

The Instructions for shareholders voting electronically are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 38th 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 Physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28th December, 2020 and ends on 30th December, 2020. 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) i.e. 24th December, 2020 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) 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.
- (vi) 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 Folio number. 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.
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"> 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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name i.e. Chandrima Mercantiles Limited, on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.