

COMMEX TECHNOLOGY LIMITED

19th Annual Report



Annual Report 2018-2019

BOARD OF DIRECTORS

Mr. Jayant Mitra
Mr. Yeshwant J. Divekar
Mr. Ali Ukani
Mrs. Kavita Pawar
Mr. Mahesh Dharma Doifode

Chairman & Managing Director
Independent Director (resigned on 9th August, 2019)
Independent Director
Independent Women Director (resigned on 14.3.2019)
Independent Director (w.e.f 09th August, 2019)

KEY MANAGERIAL PERSONNEL

Mr. Ajay Bhaskar Raut

Chief Financial Officer

AUDITORS

Mulraj D Gala
Chartered Accountants
B-21, Shanti Niketan,
R.K. Chemburkar Marg,
Chembur, Mumbai-400071

BANKERS

ICICI Bank Limited

REGISTERED OFFICE

B-401, Unit No. - 42
4th Floor, Vasudev Chamber,
Old Nagardas Road, Andheri (East),
Mumbai - 400069

REGISTRAR AND SHARE TRANSFER AGENT

Universal Capital Securities Pvt. Ltd,
21/25, Shakil Niwas
Mahakali Caves, Road,
Andheri (East), Mumbai - 400093

Tel: +91 (22) 28200244
Email: investor@commextechnology.com
Website: www.commextechnology.com

Tel: +91 (22) 2825 764/-28207203-05,
Email: info@unisec.in
Website: www.unisec.in

CORPORATE IDENTIFICATION NUMBER (CIN):

L72900MH2000PLC123796

Nineteenth Annual General Meeting on Saturday, 14th day of September, 2019 at 10.00 A.M.
at Event Banquet Hall, Near Filmistan Studio, S.V. Road, Goregaon (West), Mumbai 400062.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMMEX TECHNOLOGY LIMITED WILL BE HELD ON SATURDAY, 14TH DAY OF SEPTEMBER, 2019 AT 10.00 A.M. AT EVENT BANQUET HALL, NEAR FILMISTAN STUDIO, S.V. ROAD, GOREGAON (W), MUMBAI:400062 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated Balance Sheet as on 31st March, 2019 and Statement of Profit & Loss Account for the year ended as on that date, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Dolatrai Mitra (DIN: 00801211) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act (The Act), 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof from time to time and Article of Association of Company, consent of the members be and is hereby accorded to reappoint Mr. Jayant Mitra (DIN: 00801211) as Managing Director of the Company for a period of 2 (Two) years with effect from 14th February, 2019.

RESOLVED FURTHER THAT Mr. Jayant Mitra will be paid a remuneration of Rs.600,000/- p.a. (Rupees Six Lakhs per annum).

RESOLVED FURTHER THAT Mr. Jayant Mitra, be charged with the responsibility of overall business administration of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the

Companies (Appointment and qualification of Directors) Rules, 2014(including any statutory modification (s) re –enactment thereof for time being in force), Mr.Mahesh Dharma Doifode, in respect of whom the Company has received in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director to hold office for a period of 5 (five) consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2023.

By Order of the Board of Directors,

Commex Technology Limited,

sd/-

Jayant Mitra

Chairman & Managing Director

DIN: 00801211

Date: 09/08/2019

Place: Mumbai

Registered Office: B-401, Unit No. – 42, 4th Floor,
Vasudev Chamber, Opp Wilson Pen Company,
Old Nagardas Road, Andheri (East), Mumbai: 400069

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members, Societies, partnership firms, etc. intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Annual Report of the Company is also available on the Company's website at [www. commextechnology.com](http://www.commextechnology.com)
5. The Company is concerned with environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India through its circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, has allowed the companies to send official documents to their shareholders electronically as a part of green initiatives in corporate governance. The Company recognizes the spirit of the circular and henceforth proposes to send documents like Notice convening General Meeting, Directors' Report, Auditors' Report etc. to the email address provided by you to the depositories. We request you to update your email address depository participant to ensure that the annual report and other documents reach you on your preferred email.
6. The Register of Members and the Shares Transfer Books of the Company will be closed from **8th September, 2019 to 14th September, 2019** (both days inclusive).
7. The register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
8. Members are requested to address all the documents, transfer deeds, demat requests, and other communications with respect to shares in physical mode to the Registrar & Share transfer Agents of the Company, M/s. Universal Capital Securities Private Ltd. directly quoting their full name, Folio No. and Name of the Company.

9. As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission / transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents.

10. Members holding shares in multiple folios in the identical order of names are requested to consolidate their holdings into one folio and intimate the same to our R&T Agents.

11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Managing Director at least ten days in advance of the meeting so that the information required can be made readily available at the meeting to the extent possible.

12. Members are requested to intimate all changes pertaining to their Bank details, ECS, mandates, nominations, power of attorney, change of address/notice, etc.:

- a. To their Depository Participants (DPs) in respect of their electronic share accounts.
- b. To the Company's Registrar & Share Transfer Agents M/s. Universal Capital Securities Private Ltd. in respect of their physical share folios, if any.

13. Documents referred to in any of the items of the notice are available for inspection at the registered office of the Company up to 7th September, 2019 on all working days, except Sundays, during business hours of the Company.

14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to R &T, for consolidation into a single folio.

15. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories.

17. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulation, 2015 the Company is pleased to offer Remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting (AGM) to be held on Saturday, 14th September, 2019 at 10.00 A.M. at Event Banquet Hall, Near Filmistan Studio, S.V. Road, Goregaon (W), Mumbai 400062. Please note that remote e-voting through electronic means is optional. The company is also providing the facility of poll at the meeting by way of ballot.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link www.evotingindia.com.

- The Board of Directors of the Company has appointed Mr. Suhas S Ganpule of M/s. S G Associates, Practising Company Secretary, Mumbai, to conduct and scrutinize the remote e-voting and voting at the 19th Annual General Meeting in a fair and transparent manner.
- The Procedure / Instructions for e-voting are as under:
 - (i) The voting period begins on Wednesday, 11th September, 2019 at 9:00 A.M. and ends on Friday, 13th September, 2019 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 7th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders / Members

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (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"> 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 which is mentioned in address label as sr. no. affixed on Annual Report, 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.
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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.

(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 of Commex Technology Limited on which you choose to vote.

(v) 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.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) 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.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(x) If a demat account holder has forgotten the changed 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.

(xi) 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.

(xx) Note for Non – Individual Shareholders and Custodians

- 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.