

**CORPORATE MERCHANT
BANKERS LIMITED**

29TH ANNUAL REPORT

2022-23

REGISTERED OFFICE:

**UG-24, VISHWADEEP TOWER, DISTRICT
CENTRE, JANAK PURI, NEW DELHI – 110
058**

BOARD OF DIRECTORS

MR. SATYANARAYANA KADURI	EXECUTIVE DIRECTOR
MS. SUKANYA PITTALA	INDEPENDENT DIRECTOR
MS. SUNITHA THUMU	INDEPENDENT DIRECTOR
MR. SUBRAMANYAM BOMMIREDDY GARI	NON- EXECUTIVE DIRECTOR

KEY MANAGERIAL PERSONNEL (KMPs)

MR. SURESH KUMAR CIDDAM	CHIEF FINANCIAL OFFICER
MR. SATYANARAYANA KADURI	CHIEF EXECUTIVE OFFICER
MS. AMANDEEP KAUR (Appointed w.e.f. 11.08.2023)	COMPANY SECRETARY & COMPLIANCE OFFICER

AUDITORS

M/S. A A V N MURALI KRISHNA & CO	STATUTORY AUDITORS
MR. RAJENDRA KAVIKONDALA PRACTICING COMPANY SECRETARY	SECRETARIAL AUDITOR
M/S. ARR & CO.	INTERNAL AUDITORS

REGISTRAR & SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

BANKERS

ICICI BANK LIMITED

**NOTICE OF 29TH
ANNUAL GENERAL MEETING**

**CORPORATE MERCHANT BANKERS LIMITEDCIN:
L74899DL1994PLC061107**
**Registered Office: UG-24, Vishwadeep Tower, District Centre,
Janak Puri, New Delhi-110058**
E-mail: cmbl Delhi@gmail.com, Website: www.cmbl.co.in
Contact No: +91 99660 99595

Notice of 29th Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting of Members of Corporate Merchant Bankers Limited will be held on Saturday, 30th September, 2023 at 10:00 A.M. at UG-24, Vishwadeep Tower, District Center, Janakpuri, New Delhi-110058, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

"RESOLVED THAT the audited financial statements of the company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and adopted.

2. Rotation of Directors

To appoint a Director in place of Mr. Subramanyam Bommireddy Gari (DIN: 09738368) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Regularization of appointment of Ms. Saloni Mehra (DIN: 10062907) as an Non Executive Independent Director of the Company.

Ms. Saloni Mehra (DIN: 10062907) is appointed as Additional Director in the Company from 5th September, 2023, as per Companies Act, 2013 pursuant to section 161 the appointment of Additional Director on the Board of Director needs to be regularized as an Independent Director in the Company and the following resolution shall be passed as **Special Resolution**:

"RESOLVED THAT Ms. Saloni Mehra (DIN: 10062907), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from September 05, 2023 in terms of Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to September 4, 2028.

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution."

4. Regularization of appointment of Mr. Amit Bajaj (DIN:10122918) as an Non Executive Independent Director of the company.

Mr. Amit Bajaj (DIN:10122918) is appointed as Additional Director in the Company from 5th September, 2023, as per Companies Act, 2013 pursuant to section 161 the appointment of Additional Director on the Board of Director needs to be regularized as an Independent Director in the Company and the following resolution shall be passed as **Special Resolution**:

"RESOLVED THAT Mr. Amit Bajaj (DIN:10122918), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from September 05, 2023 in terms of Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to September 4 , 2028.

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.

5. Regularization of appointment of Ms. Renu Kaur (DIN:10080402) as an Non Executive Independent Director of the company.

Ms. Renu Kaur (DIN:10080402) is appointed as Additional Director in the Company from 5th September, 2023, as per Companies Act, 2013 pursuant to section 161 the appointment of Additional Director on the Board of Director needs to be regularized as an Independent Director in the Company and the following resolution shall be passed as **Special Resolution**:

"RESOLVED THAT Ms. Renu Kaur (DIN:10080402), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from September 05, 2023 in terms of Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to September 4 , 2028.

FURTHER RESOLVED THAT any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.

By order of the Board
For Corporate Merchant Bankers Limited

Date: 06/09/2023
Place: New Delhi

Subramanyam Bommireddy Gari
DIN: 09738368
Director

NOTES:

1. **A member entitled to attend and vote at the annual general meeting is entitled to appoint another person as a proxy to attend and vote, on his/her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten 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 person or shareholder. A proxy need not be a member of the company.**
2. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
6. The Company's Registrar and Transfer Agent for its share registry (both, physical as well as electronic) is M/s. Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020.
7. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.
8. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the meeting.
9. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report 2022-23 will also be available on the Company's website www.cmbli.co.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cmbldelhi@gmail.com

11. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agent.
13. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members, who are still holding the share certificates in physical form are advised to dematerialize their shareholding to avail the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. Members/Proxies/Authorized Representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting to be held on Saturday, 30th September, 2023 at 10:00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility:
The voting facility is available at the link
<http://www.evotingindia.com>
18. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
19. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
20. E-voting commences on 27th September, 2023 at 9:00 A.M. and will end at 29th, September, 2023 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.

**21. The Detailed instructions on remote e-voting is made part of a separate sheet
“Instructions for e-voting” attached to this Notice.**

22. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 29th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.

**By order of the Board
For Corporate Merchant Bankers Limited**

**Date: 06/09/2023
Place: New Delhi**

**Subramanyam Bommireddy Gari
DIN: 09738368
Director**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors appointed Ms. Saloni Mehra (DIN: 10062907) as an Additional Director, (Non-Executive Independent Director) of the Company with effect from September 05, 2023. Pursuant to the provisions of Section 161(1) of the Act, she holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Ms. Saloni Mehra have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

Except for Ms. Saloni Mehra and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice’.

Item No. 4:

The Board of Directors appointed Mr. Amit Bajaj (DIN:10122918) as an Additional Director, (Non-Executive Independent Director) of the Company with effect from September 05, 2023. Pursuant to the provisions of Section 161(1) of the Act, he holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Mr. Amit Bajaj have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except for Mr. Amit Bajaj and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice’.

Item No. 5:

The Board of Directors appointed Ms. Renu Kaur (DIN:10080402) as an Additional Director, (Non-Executive Independent Director) of the Company with effect from September 05, 2023. Pursuant to the provisions of Section 161(1) of the Act, she holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Ms. Renu Kaur have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except for Ms. Renu Kaur and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice’.

Additional Information of Directors seeking appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

Name of Director	Ms. Saloni Mehra	Mr. Amit Bajaj	Ms. Renu Kaur
DIN	(DIN: 10062907)	(DIN:10122918)	DIN:10080402
Age	29 years	34 years	31 years
Date of Appointment	05-09-2023	05-09-2023	05-09-2023
Nationality	Indian	Indian	Indian
Designation	Non- Executive Independent Director	Non- Executive Independent Director	Non- Executive Independent Director.
Qualification	Post Graduate in M.COM. and B.COM.and CS	CS and B.COM.	Post Graduate in M.COM. and B.COM.and CS
Expertise in specific functional areas	Legal and secretarial	Legal and secretarial	Legal and secretarial
Shares held in the Company	0	0	0
Name of the listed entities in which Director holds Directorships and Membership/ Chairmanship of Committees of other Boards along with the listed entities from which the Director has resigned in the past (three)years	Other Directorships: KRISHNA VENTURES LIMITED, RAJNISH WELLNESS LIMITED, DAVIN SONS RETAIL LIMITED, CHANDRANSHU MARKETING LIMITED, NIMSTECH INDUSTRIES LIMITED. Membership/ Chairmanship of Committees of other Boards – Chairperson :- audit committee, Nomination and remuneration committee , Stakeholders Relationship	Other Directorships: NIMSTECH INDUSTRIES LIMITED Membership/ Chairmanship of Committees of other Boards – NIL Listed Entities from which the Director has resigned in the past3(three)years: NIL	Other Directorships: DAVIN SONS RETAIL LIMITED, FAALCON CONCEPTS LIMITED. Membership/ Chairmanship of Committees of other Boards: NIL Listed Entities from which the Director has resigned in the past 3(three)years:NIL