

## NOTICE

NOTICE is hereby given that the Thirty-Six Annual General Meeting of the members of Mack Trading Company Ltd will be held on Wednesday, 31<sup>st</sup> August, 2016 at 11.30 A.M at the Registered Office of the Company at 5C, Sindhu House, Nanabhai Lane, Flora Fountain, Fort, Mumbai-400001, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) The audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016, the Reports of the Board of Directors and Auditors thereon; and
- (b) The audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016.

2. To declare a dividend on equity shares. The Board of Directors has recommended a Dividend of Rs 0.50 per Equity share.


3. To appoint a Director in place of Mr. Pavankumar Sanwermal (DIN: 00321029), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

4. Ratification of Appointment of Auditor

To ratify the appointment of Auditors for a period of one year and in this regard 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 the Ordinary Resolution passed by the members at the Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2014, appointing M/s A.K.Nevatia & Associates, (M.No.040403), Chartered Accountants, Mumbai, as the Auditors of the Company to hold office from the conclusion of that AGM to the conclusion of the 37th AGM (subject to ratification of the appointment by the members at every AGM held after that AGM), Section 139 of the Companies Act, 2013 and Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s A.K.Nevatia & Associates, Chartered Accountants, Mumbai, be and is hereby ratified for a period of one year from the conclusion of this AGM to the conclusion of the next AGM and that the Board of Directors be and are hereby authorized to fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

By order of the Board of Directors of  
MACK TRADING COMPANY LTD

  
DIRECTOR  
(SUDHIR SHANKAR BANDIWADEKAR)

Place: Mumbai

Date: 20/07/2016.

Registered office:

5C, Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort, Mumbai-400001.

CIN NO-L51900MH1980PLC022532.

**NOTES:**

- 1, In terms of the provisions of section 105 of the companies Act, 2013, Read with Rule 19 of the companies (Management and administration) Rules, 2014, A member entitled to attend and vote at the Annual General Meeting (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 Instrument appointing a proxy should, However, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can be a proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person for any other person or shareholder. A proxy form for the meeting is enclosed.
- 2, Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
- 3, The Register of Members and Share Transfer Books shall remain closed from Thursday, the 25<sup>th</sup> August, 2016 to Wednesday, the 31<sup>st</sup> August, 2016 (both days inclusive).
- 4, The Dividend when declared, will be payable to those members entitled to Dividend and whose names appear on the register of Members on the 24th August, 2016.
- 5, In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names, shall be entitled to vote.
- 6, In accordance with the provisions of Section-72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form the Registrar & Share Transfer Agents, Universal Capital Securities Pvt Ltd and have it duly filled and sent back to them.
- 7, Members holding shares in physical form are requested to kindly notify any change in their address (es) to the Company, so as to enable the Company to address future communications to their correct address (es). Members holding shares in electronic form are requested to notify any change in their address (es) to their respective Depository Participant.

8, The Securities and exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be members holding shares in physical form should submit their PAN details to the Company/Registrar and share transfer Agents of the Company.

9, Members are requested to bring their Client ID and DP ID or folio Numbers, as may be applicable, at the meeting for easy identification at attendance.

10, Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m to 3.00 p.m. upto the date of the Meeting.

11, Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Management to reply at the meeting.

12, Members are requested to kindly bring their copy of the Annual Report to the Meeting.

13, Members may address their queries/communications at [info@macktradingcompany.com](mailto:info@macktradingcompany.com) and [investors@macktradingcompany.com](mailto:investors@macktradingcompany.com).

14, The Annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.macktradingcompany.com](http://www.macktradingcompany.com).

15, Voting through electronic means:

{I} 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 on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide remote e-voting facility:

**(A) In case of members receiving e-mail:**

- (i) The voting period begins at 09.00 a.m on 28<sup>th</sup> August,2016 and ends at 05.00 p.m. on 30<sup>th</sup> August,2016. 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) 24<sup>th</sup> August,2016 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 which is mentioned in address label as sr no affixed on Annual Report, 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>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- (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 for the relevant <MACK TRADING COMPANY LTD> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a 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) 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 on or after 30<sup>th</sup> June 2016. 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](http://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 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.
- The list of accounts linked in the login should be emailed 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.

(B) 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).

**(C) In case of members receiving the physical copy of Notice of AGM:**

Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

16, As a part of its Green initiative in Corporate Governance and Circulars issued by the Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for 2015-16 will be sent along with the Notice to all the members whose email addresses are registered with the Company/its Registrar/Depository Participant(s) unless any member requests for a hard copy of the same. For members who have not registered their email addresses, the Annual Report 2015-16 along with the Notice will be sent in physical. All those members, who have not yet registered, are requested to register their email address with the Registrar/Depository Participants.

The Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website [www.macktradingcompany.com](http://www.macktradingcompany.com) for download by the members. The Physical copies of the aforesaid documents will also be available at the Company's Registered office at Mumbai. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

17, Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The Facility for voting through Poll will be made available at the AGM and member attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right to vote through Poll at the AGM.

18, The Company has appointed Mr. Shiv Hari Jalan, Practising Company Secretary (COP No-4226), as a Scrutinizer for conducting the remote e-voting process. He will also act as Scrutinizer at the Poll to be conducted at the meeting in a fair and transparent manner.

19, The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

20, The Scrutinizer shall after the conclusion of voting at the general meeting, 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 witness not in employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

21, The Results declared along with the Scrutinizer Report shall be placed on the Company's website [www.macktradingcompany.com](http://www.macktradingcompany.com) and on the website of CDSL 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 BSE Limited.

22. A shareholder can opt for only one mode of Voting i.e. either by remote E-voting or by Poll Paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

Place: Mumbai


Date: 20/07/2016.

Registered office:

5C, Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort, Mumbai-400001.

CIN NO-L51900MH1980PLC022532.

By Order of the Board of Directors of  
MACK TRADING COMPANY LIMITED


  
DIRECTOR  
(SUDHIR SHANKAR BANDIWADEKAR)

#### ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking re-appointment at the forthcoming Annual General Meeting (Refer Item No.3)

Particulars	Item No.3
Name of the Director	Mr. Pavankumar Sanwarmal
Date of Birth	06/04/1960
Date of Appointment	27/10/1982
Qualification & Experience	Shri Pavankumar Sanwarmal is a Director of the Company. He is 55 years of age and has done B. Sc from Mumbai University. He is doing the business since 1980. He has a wide range of experience in the field of investment in shares and securities. He is a Director of the Company since 20 <sup>th</sup> October, 1983.
Directorship Held in any other listed entities	1. Dalal Street Investments Limited.
Chairman/Member of the Committee	Audit Committee(Member). Nomination & Remuneration Committee (Member).
Number of Shares held in the Company.	31,150
Relationship with any Directors of the company.	Mrs. Rita Pavankumar.

By order of the Board of Directors of  
MACK TRADING COMPANY LTD

  
DIRECTOR  
(SUDHIR SHANKAR BANDIWADEKAR)

Place: Mumbai  
Date: 20/07/2016.  
Registered office:  
5C, Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort, Mumbai-400001.  
CIN NO-L51900MH1980PLC022532.



# Mack Trading Company Limited

5-C Sindhu House, 3<sup>rd</sup> Floor, Nanabhai Lane, Flora Fountain,  
Fort, Mumbai-400 001

Tel.:2204 7644/ 2204 7125 | Fax: 22883856.

## DIRECTOR'S REPORT TO THE SHAREHOLDERS

### Dear Shareholders:

Your Directors have pleasure in presenting the 36th ANNUAL REPORT on the business and operations of the Company and Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2016.

### 1) FINANCIAL PERFORMANCE

During the year under review, standalone performance of your company as under:

<b><u>PARTICULARS</u></b>	<b><u>CURRENT YEAR</u> <u>RS.</u></b>	<b><u>PREVIOUS</u> <u>YEAR</u> <u>RS.</u></b>
Profit for the year after meeting all charges and expenses but before provision for taxation	11,82,296	10,33,232
Less: Provision for tax	---	---
Add: B/f forward from previous year	(2,91,218)	14,69,109
Add: Excess provision written back	--	--
Less: Additional Depreciation pursuant to enactment of schedule-II of Companies Act, 2013.	---	(26,71,060)
<b>Available for appropriation</b>	<b>8,91,078</b>	<b>(1,68,719)</b>
Short Provision of Dividend for Previous Year	49,000	---
Proposed Dividend	1,71,500	1,22,500
Corporate Dividend Tax	--	--
Transfer to General Reserve	--	--
Amount to be carried forward to next year	6.70.579	(2,91,219)
<b>Total</b>	<b>8,91,078</b>	<b>17,14,109</b>

The consolidated performance of the group as per consolidated financial statements is as under:-

<b><u>PARTICULARS</u></b>	<b><u>CURRENT YEAR</u> <u>RS.</u></b>	<b><u>PREVIOUS</u> <u>YEAR</u> <u>RS.</u></b>
Profit for the year after meeting all charges and expenses but before provision for taxation	61,60,600	49,33,172



Add: Provision for tax	-----	-----
Add: Dividends Proposed to be distributed to equity shareholders from Subsidiary for HO	6,82,463	6,82,463
Add: B/f forward from previous year	25,99,617	43,36,420
Add: Excess provision written back	-----	-----
Less: Additional Depreciation pursuant to enactment of schedule-II of Companies Act, 2013.	-----	26,71,791
<b>Available for appropriation</b>	<b>94,42,680</b>	<b>66,83,512</b>
Short Provision of Dividend for Previous Year	49,000	--
Dividends Proposed to be distributed to equity shareholders from subsidiary	8,32,678	8,32,678
Current tax expenses for current year	(4,20,000)	(7,00,000)
Proposed Dividend	1,71,500	1,22,500
Corporate Dividend Tax	1,69,514	1,70,488
Transfer to General Reserve	35,90,000	18,10,000
Amount to be carried forward to next year	35,87,468	25,99,617
Less: Share of Profit transferred to minority interest	8,98,086	7,03,549
Add: Minority Interest	2,75,566	(3,23,053)
<b>Total</b>	<b>94,42,680</b>	<b>47,93,471</b>

## 2) DIVIDEND

The Board of Directors has recommended a dividend of Rs.0.50 per equity share of Rs 10/- each fully paid-up for the financial year ended on 31<sup>st</sup> March,2016, amounting to Rs 1,71,500.

## 3) CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business carried on during the financial year under review.

## 4) DIRECTORS

In accordance with the Provisions of Section-152 of the Companies Act, 2013 and the Company's Articles of Association Mr. Pavankumar Sanwarmal, Director retire by rotation of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company is in process of appointing Key Managerial Personnel.

## **5) RIGHT ISSUE:**

The Offer of 98000 Equity Shares of Rs.10/- each for cash at Par (Offer Price of Rs.10/-) to the shareholders of the Company and to such persons whether or not such persons are members of the company aggregating to Rs.9,80,000/- (Size Rs.9,80,000/-) on a "Rights" basis offer in the ratio of 2(Two) Equity shares of the face value of Rs.10/- each for cash at Par for Every 5 (Five) Equity share of Rs.10/- each held on Record Date.

## **6) DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS**

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the company have made a declaration confirming the compliance of the conditions of independence stipulated in the aforesaid section.

## **7) DIRECTOR RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **8) CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with the requirements of the Accounting Standard AS – 21 prescribed by the Institute of Chartered Accountants of India, the consolidated Financial Statements of the company and its subsidiary, Keen Investment & Leasing Limited are annexed to this report.

## **9) AUDITORS**

The Auditors/s A.K. Nevatia & Associates, Chartered Accountants, were appointed as the statutory Auditors of the Company for tenure of three years i.e. from the conclusion of 34<sup>th</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting of the company. However, this appointment is subject to ratification by members at every Annual General Meeting held after appointment during their tenure of office. The Auditors have confirmed their eligibility and qualification under Section-141 of Companies Act, 2013 and therefore, their ratification for appointment as Statutory Auditors for the year 2016-17 is being sought from the Members of the Company at the ensuing AGM.

The Company did not appoint any Internal Auditor for the period under review. The Company proposes to get the Internal Audit done in the Current year.