

33rd Annual Report 2018-19

KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS

Govindram L. Kabra

Chairman & Whole time Director (DIN:00006621)

Radheshyam L. Kabra

Director (DIN: 00005997)

Mahendra G. Prajapati

Independent Director (DIN: 03270133)

Tagaram L. Chowdhary (DIN: 00483173)

Independent Director

(w.e.f 03/11/2018)

Bharti N. Bavishi (DIN:07188858)

Independent Director

Pankhil D. Desai (DIN: 02908540)

Independent Director

(Upto 03/11/2018)

Rasikbhai A. Rana

Chief Financial Officer

Birva H. patel

Company Secretary & Compliance Officer

(w.e.f. 29/09/2018)

AUDITORS:

M/S. AMBALAL PATEL & CO.,

Chartered Accountant,

Ahmedabad

BANKERS:

ICICI Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT:

MCS Share Transfer Agent Limited

12/1/5 MANOHARPUKUR ROAD,

KOLKATA-700026

Email: mcsahmd@gmail.com

REGISTERED OFFICE:

36, Advani Market,

O/s Delhi Gate, Shahibaug,

Ahmedabad-380004

Tel No.: 079-65425275

Email: mcsstaahmd@gmail.com

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MERCURY METALS LIMITED
CIN: L27109GJ1986PLC008770

NOTICE

NOTICE is hereby given that the **Thirty Third (33rd)** Annual General Meeting (AGM) of the Members of **Mercury Metals Limited** will be held on **Friday, 20th September, 2019** at 11.00 A.M. at the Registered Office of the Company at 36, Advani Market O/S Delhi Gate, Shahibaug, Ahmedabad-380004, Gujarat to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2019 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. GOVINDRAM LALURAM KABRA (DIN: 00006621), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To consider the Re-appointment of the current auditors, M/s AMBALAL PATEL & CO. (FRN: 100305W), Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s AMBALAL PATEL & CO. (FRN: 100305W), Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of Four (4) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2023 on such remuneration, excluding all other applicable taxes and levies and out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and Auditors.

FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) be and hereby authorised to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution".

SPECIAL BUSINESS:

4. To appoint Mr. Tagaram L. Chowdhary (DIN : 00483173) as an Independent Director

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tagaram L. Chowdhary (DIN : 00483173) who was appointed as an Additional Director of the Company under the category of Non-Executive Independent director w.e.f. 03.11.2018 who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years.

FURTHER RESOLVED THAT the Board of Directors of the Company/ or Committee, be and is hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an additional director of the Company.”

Date: 14th August, 2019

Place: Ahmedabad

By Order of the Board of Directors
For, **Mercury Metals Limited**

Sd/-
Govindram L. Kabra
Chairman & Wholtime Director
DIN: (00006621)

Registered Office:-

36, Advani Market
O/S Delhi Gate,
Shahibaug,
Ahmedabad-380004.

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

- Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
- Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
- Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
- Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., 12/1/5, Manoharpukur Road, Kolkata-700026.

- Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact MCS Share Transfer Agent Ltd 12/1/5, Manoharpukur Road, Kolkata-700026 for assistance in this regard.
- The Annual Report of the year 2018-19 of the Company circulated to the Members of the Company will be made available on the Company's website at www.mercurymetals.in and also on the website of the respective Stock Exchanges at www.bseindia.com and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days.

Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also registered their e-mail addresses.

- Equity Shares of the Company are available for dematerialisation, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE763M01028.
- 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 Friday, 13th September, 2019 to Friday, 20th September 2019 (both days inclusive).
- Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e 13th September ,2019 shall treat this Notice as intimation only.
- **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, along with Regulation 44 of Securities Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by National Securities Depository Limited (NSDL) from a place other than the venue of the Meeting.
 - The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 13th Sep, 2019 (cut-off date) are entitled to vote on the resolutions set forth in this Notice
 - A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 13th Sep, 2019 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.

- The e-voting facility is available at the link www.evoting.nsdl.com.
- The remote e-voting begins on Tuesday 17th September, 2019 (10:00 a.m.) and will end on Thursday 19th September, 2019 (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 i.e. 13th September, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by NSDL for voting thereafter.
- The Company has appointed Mr. Nikhil Suchak, Proprietor of Nikhil Suchak & Associates, Practising Company Secretary (Membership No. ACS: 40614; COP No: 18938), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 13th September, 2019
- Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- 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.
- Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. 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.
- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - a. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for evoting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
 - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
 - c. Click on "Shareholder - Login".
 - d. Put User ID and password as initial password noted in step (a) above and Click Login.
 - e. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - f. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.

- g. Select “EVEN(E-voting Event Number)” of MERCURY METALS LIMITED. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified
- j. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail metal.mercury@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (e-voting Event Number):
USER ID:
PASSWORD/PIN:
- ii. Please follow all steps from Sl. No. (c) to Sl. No. (j) above, to cast vote.
- iii. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the “downloads” section of <https://www.e-voting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- v. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future Communication(s).
- vi. The voting right of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th Sep, 2019.
- vii. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. 13th Sep, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If your password, you can reset your password by using “Forgot user details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.
- viii. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.
- ix. Mr. Nikhil Suchak, Proprietor of Nikhil Suchak & Associates, Company Secretaries, has been appointed as the scrutinizers inter alia for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- x. 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 “Poll Paper” for all those members who are the present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xi. The Scrutinizer shall after the conclusion of the voting at the general meeting, will first count the votes cast at the meeting and thereafter unlocked 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 conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.
- xii. The result declared alongwith the report of the scrutinizer shall be placed on the website of the Company www.mercurymetals.in and on the website of NSDL immediately after the declaration of result by the chairman or a person authorised by him in writing. The results shall also be immediately forwarded to BSE Limited (BSE).

The Scrutinizer shall immediately after the conclusion of voting at the 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 not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's 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.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mercurymetals.in and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

By Order of the Board of Directors
For, **Mercury Metals Limited**

Sd/-
Govindram L. Kabra
Chairman & Wholetime Director
DIN: (00006621)

Date: 14th August, 2019
Place: Ahmedabad

Registered Office:-
36, Advani Market
O/S Delhi Gate,
Shahibaug,
Ahmedabad-380004.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 33rd ANNUAL GENERAL MEETING

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

NAME	Mr. Govindram L. Kabra	Mr. Tagaram L. Chowdhary
DIN	00006621	00483173
Designation	Wholetime Director	Independent Director
Date of Birth	02/03/1954	02/07/1966
Date of Appointment	01/11/2000	03/11/2018
Qualification and experience in specific functional area	B.com, LLB with more than 32 years of experience of administration	BSC and has experience in trading and manufacturing of metals and alloys of more than 20 years.
Directorship held in other companies*	1	NIL
Membership/ Chairmanships of Committee in other Public Companies	NIL	NIL
Number of Shares held in the Company	16,71,800	NIL
Relationships between Directors inter-se	brother of Radheshyam Kabra	N.A

***Pvt. Companies excluded**

By Order of the Board of Directors
For, **Mercury Metals Limited**

Sd/-
Govindram L. Kabra
Chairman & Wholetime Director
DIN: (00006621)

Date: 14th August,2019
Place: Ahmedabad

Registered Office:-
36, Advani Market
O/S Delhi Gate,
Shahibaug,
Ahmedabad-380004

ANNEXURE TO THE NOTICE

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

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 3

Pursuant to provisions of section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act) and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Tagaram L. Chowdhary as an Additional Director under the category of Non-Executive Independent Director on 3RD November, 2018.

Pursuant to provisions of Section 161 of the Act, Mr. Tagaram L. Chowdhary holds office only up to the date of this Annual General Meeting of the Company.

Mr. Tagaram L. Chowdhary is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. The Company has also received a declaration from Mr. Tagaram L. Chowdhary that he meets with criteria of independence as prescribed both under section 149(6) of the Act and Reg. 25 of SEBI (LODR), 2015. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director shall not be included in determining the total number of Directors liable to retire by rotation.

Mr. Tagaram L. Chowdhary possesses skills and experience in the field Metal. A Brief profile of Mr. Tagaram L. Chowdhary in nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under Reg. 36 of SEBI (LODR), 2015 is forming a part of Annual Report.

In the opinion of the Board, Mr. Tagaram L. Chowdhary fulfils the conditions specified in the Act and rules made there under for his appointment as an Independent Director of the Company.

None of the Directors (except Mr. Tagaram L. Chowdhary), Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution for your approval as an Ordinary Resolution.

By Order of the Board of Directors

For, Mercury Metals Limited

Sd/-

Govindram L. Kabra
Chairman & Wholetime Director
DIN: (00006621)

Date: 14th August, 2019

Place: Ahmedabad

Registered Office:-
36, Advani Market
O/S Delhi Gate,
Shahibaug,
Ahmedabad-380004