Annual Accounts

2014 -2015

of

Mercury Trade Links Limited

Vinay Doshi & Co.
Chartered Accountants
112/13, Jawahar Nagar,
Road No. 8, Goregaon (W),
Mumbai : 400 062.
☎ *2872 2454*

Format of covering letter of the Annual Audit Report as on 31st March, 2015 to be filed with the Stock Exchanges

1.	Name of the Company :	**MERCURY TRADE LINKS LIMITED**
2.	Annual Financial Statements for the year ended	31st March, 2015
3.	Type of Audit qualification	As per the records, Company is generally irregular in depositing undisputed statutory dues involving Income-Tax, Service Tax, and Professional Tax with the appropriate authorities. The undisputed amounts involving Tax deducted at source, Service tax and Professional tax aggregating to Rs. 10,324, Rs.4,080 and Rs.1,050, respectively were in arrears, as at end of the year for a period of more than six months.
4.	Frequency of qualification	Appeared in the Audit Report on financial statementsfor the year ended 31st March, 2015
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the Directors Report:	Refere Auditors and Their Reports as specified in the Directors Report for the management response to the qualification
6.	Additional comments from the Board/Audit Committee chair:	N. A.
7.	To be signed by -	
	CEO/Managing Director	MERCURY TRADE LINKS LIMITED MUMBAI P.K. Sarda Pradeep Kumar Sarda Director
	CFO	
	Auditor of the Company	VINAY DOSHI & CO. MUMBAI CHARTERED ACCOUNTANTS V.P. Doshi
	Audit Committee Chairman	MERCURY TRADE LINKS LIMITED MUMBAI G.R. Damani Gaurishankar Damani Chairman- Audit Commiittee

MERCURY TRADE LINKS LIMITED

CIN NO. L26933MH1985PLC037213
Registered Office : S-002 B, 2nd Floor, Vikas Centre, S. V. Road,
Santacruz (West), Mumbai – 400 054
Phone : 26613026/66780131-33 Fax : 26614087
Website: www.mercurytradelinks.com;
E-mail: share@sardagroup.com

BOARD OF DIRECTORS

PRADEEP KUMAR SARDA	CHAIRMAN
GOPAL RAMKRISHNA SOMANI	NON- EXECUTIVEDIRECTOR
PARAG SARDA	NON- EXECUTIVEDIRECTOR
GAURISHANKAR RADHAKISHAN DAMANI	INDEPENDENT DIRECTOR
KRISHNA KUMAR MOONDRA	INDEPENDENT DIRECTOR
RITA SOMANI	NON- EXECUTIVE WOMAN DIRECTOR

REGISTERED OFFICE

S-002 B, 2nd Floor, Vikas Centre,
S. V. Road, Santacruz (West),
Mumbai - 400 054

BANKERS

City Bank
State Bank of India

AUDITORS

M/S.VINAY DOSHI & CO.
112/13, Jawahar Nagar,
Road No. 8, Goregaon (W)
Mumbai-400062

REGISTRAR & SHARE TRANSFER AGENT

M/S. UNVERSAL CAPITAL SECURITIES PRIVATE LIMITED
21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (East), Mumbai 400093

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 30th Annual General Meeting of the Members of MERCURY TRADE LINKS LIMITED will be held on Tuesday the 29th September, 2015 at 2.30 P. M. at the Registered Office of the Company at S-002 B, 2nd Floor, Vikas Centre, S.V. Road, Santacruz (West), Mumbai 400 054 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Gopal Ramkrishna Somani (DIN 00009523), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors:

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

   "RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s), or re-enactment thereof for the time being in force), M/S Shyam Malpani & Associates, Chartered Accountants, Mumbai (Firm Registration No.120438W) be and is hereby appointed as the Statutory Auditors of the Company for the financial year 2015-16 in place of M/S Vinay Doshi & Co. (Firm Registration No.115247W) to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company (Subject to ratification of their appointment by the Members of the company), on such terms and remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mrs. Rita Somani (DIN: 07140006), as a Director;

   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 149,152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Rita Somani (DIN: 07140006), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to 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 for proposing her candidature for the Director, be and is hereby appointed as a Director of the Company to hold office till the conclusion of next Annual General Meeting liable to retire by rotation."

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5. Appointment of Mr. Krishna Kumar Moondra (DIN: 07140048), as an Independent Director;

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 149, 152, Schedule IV and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Krishna Kumar Moondra(DIN: 07140048), who was appointed as an Additional Director of the Company by the Board of Director with effect from 31st March, 2015 and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom company has received a notice in writing under section 160 of the Companies Act, 2013 for proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years i.e. up to 30th March, 2020, not liable to retire by rotation."

By Order of the Board of Directors

P.K. Sarda

PRADEEP KUMAR SARDA
CHAIRMAN

Place : Mumbai
Date :30th May, 2015

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective, duly stamped, signed and completed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from the 23rd day of September, 2015 to 29th day of September, 2015 (both days inclusive).

3. Members are requested to notify immediately any change in address to their respective Depository Participant (DPs) for the shares held in electronic form and if share are held in physical form, to the office of Universal Capital Securities Pvt. Ltd., Registrar and Share Transfer Agents of the Company situated at 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

4. Any query relating to Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the Annual General Meeting.

5. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

6. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or its Registrar & Share Transfer Agent along with relevant Share Certificates.

7. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 11.00 AM to 1.00 PM up to the 28th September, 2015.

8. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agent of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.

9. Members are requested to notify immediatelyany change in their address to the Company at its Registered Office or its Registrar & Share Transfer Agent, i.e Universal Capital Securities Pvt Ltd in respect of their physical shares, if any, quoting their folio number.

10. Members are required to bring their Attendance slips to the AGM. DuplicateAttendance slips and / or copies of the Report and Accounts will not be provided at the AGM venue.

11. In terms of Section 152 of the Companies Act, 2013 Mr. Gopal Ramkrishna Somani (DIN 00009523), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The brief profile of Mr. Gopal Ramkrishna Somani(DIN 00009523), Director is given below and forms part of this Notice.

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12. The Notice of the AGM, Annual Report 2014-15 and attendance slip, is being sent byelectronic mode to those Members whosee-mail addresses are registered with the Company and/or Registrar & Share Transfer Agent, except those members who have requested for a physical copy. Physical copy of the notice of AGM, Annual Report 2014-15 and attendance slip are being sent to those members who have not registered their e-mail addresses with the Company and/or Registrar & Share Transfer Agent. Members who have received the notice of AGM, Annual Report and attendance slip in electronic mode are requested to print the Attendance Slip and submit a duly filled Attendance Slip at the registration counter to attend the AGM.

12. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of theCompanies (Management and Administration) Rules, 2014 and in compliance with the provisions of Clause 35B of the Listing Agreement, the Company is offering e-Voting facility to all the Shareholders of the Company in respect of items to be transacted at this Annual General Meeting. Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all resolutions set forth in this Notice.

13. (I) **Instructions and other information relating to e-voting are as under:**

A. The e-voting facility will be available during the following voting period:

- **Commencement of e-voting:on Saturday 26thSeptember, 2015(9.00 a.m. IST).**
- **End of e-voting:on Monday28th September, 2015 (5.00 p.m. IST).**

B. In case a Member receives an email from Universal Capital Securities Pvt. Ltd. OrCompany [for Members whose email IDs are registered with the Company and/or Registrar& Share Transfer Agent:

(i) During voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2015** 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.

(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.

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(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 for the relevant <Company Name> 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) 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 Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 mailed to 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 and may be mailed to the Scrutinizer at e-mail ID ucshukla@rediffmail.com.

C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed tochange it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.

D. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

E. **In case of members receiving the physical copy of the Notice of AGM:**

(i) Please follow all steps from sl. No. (i) to sl. No. (xix) above to cast vote.

F. The voting rights of the Members shall be in proportion to the paid-up value of theirshares in the equity capital of the Company as on the cut-off date (i.e. the record date), being **22nd September, 2015**.

G. The Board of Directors has appointed Shri Upendra Shukla, Company Secretary, as a Scrutinizer to scrutinize the e-voting process (including voting through ballot form at the venue of AGM) in a fair and transparent manner.

H. The Scrutinizer shall within a period not exceeding three (3) working days from theconclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.

I. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

J. The Results declared along with the Scrutinizer's Report(s)will be available on the website of the Company(www.mercurytradelinks.com) within two (2) days of passing of the resolutions and communication of the same shall be made to BSE Limited, where the shares of the Company are listed.

K. **Redressal of complaints of Investor:** The Company has designated an e-mail id: share@sardagroup.com to enable Investors to register their Complaints, if any.