

Annual Accounts
2013 -2014

of


Mercury Trade Links Limited

Vinay Doshi & Co.

Chartered Accountants

*112/13, Jawahar Nagar,
Road No. 8, Goregaon (W),*

Mumbai : 400 062.

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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

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of **MERCURY TRADE LINKS LIMITED** will be held on Monday the 29th September, 2014 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, 2014 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. Parag Sarda (DIN 00025307), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee, M/s Vinay Doshi & Co. (Reg. No. 115247W), Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion Thirty Second (32nd) Annual General Meeting of the Company at a remuneration to be determined by the Board of Director/Audit Committee of the Company”

SPECIAL BUSINESS

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

4. Appointment of Shri Gaurishankar Radhakishan Damani (DIN : 01068916), as an Independent Director;

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Rules made thereunder, Mr. Gaurishankar Radhakishan Damani (DIN: 01068916), has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Gaurishankar Radhakishan Damani as a candidate for the office of a director of the Company to hold office for five consecutive years for a term upto 31st March 2019, be and is hereby appointed as an Independent Director of the Company **not liable to retire by rotation.**”

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

5. "RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the earlier resolution passed in the Annual General Meeting of the Company held on 30th September, 2008, the Board of Director of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being exercising the power conferred on the Board) be and is hereby authorized to make Loans, Advances and Investments at any time any sum or sums of money which together with the monies already given by way of loans, advances or by way of investment may exceed the aggregate of the Paid Up Capital of the Company and its free Reserves, this is to say reserves not set apart for any specific purposes provided, however, that the total amount so advanced, given by way of loan and invested in shares and securities by the Board shall not at any time exceed the limit of Rs. 200 lacs (Rupees Two Hundred Lacs Only)".

For and on behalf of Board

P. K. Sarma

PRADEEP KUMAR SARDA
CHAIRMAN
DIN 00021405

Place : Mumbai

Date : 12th August, 2014

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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 authorising 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 Monday the 22rd day of September, 2014 to Monday the 29th day of September, 2014 (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. (Formerly Mondkar Computers Private Limited), 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 Saturday, the 27th September, 2014.
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 immediately any change in their address to the Company at its Registered Office or its Registrar & Share Transfer Agent, i.e Universal Capital Securities Pvt. Ltd. (Formerly Mondkar Computers Private Limited) in respect of their physical shares, if any, quoting their folio number.

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10. Members are required to bring their Attendance slips to the AGM. Duplicate Attendance slips and / or copies of the Report and Accounts will not be provided at the AGM venue.
11. The Notice of the AGM, Annual Report 2013-14 and attendance slip, is being sent by electronic mode to those Members whose e-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 2013-14 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 the Companies (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 Monday 22nd September, 2014 (9.00 a.m. IST).**
 - **End of e-voting : on Wednesday 24th September, 2014 (5.00 p.m. IST).**
 - B. In case a Member receives an email from Universal Capital Securities Pvt. Ltd. Or Company [for Members whose email IDs are registered with the Company and/or Registrar & Share Transfer Agent:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on “Shareholders” tab.
 - (iii) Now enter your USER ID
User-ID For Members holding shares in Physical Form should enter Folio Number registered with the Company
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are a first time user follow the steps given below;

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	For Members holding shares in Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not yet updated their PAN with the Company Registrar & Share Transfer Agent are requested to use the first two letters of their name and the last 8 digits of the folio number in the PAN field• In case the folio number is less than 8 digits enter the applicable number 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in the Company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in the company records for the said or folio;</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) Click on the EVSN along with the Company name on which you choose to vote.
- (xii) 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.

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- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click “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.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 they have to create a Compliance user which 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 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 Resolutions and Power of Attorney (POA) which they have issued in favour of the Custodians, 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 to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- D. In case of any query pertaining to 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. (xviii) above to cast vote.

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- F. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Monday, 21st September, 2014.
- 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 the conclusion 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.

L. Important Communication to Members:-

As per the provisions of the Companies Act, 2013 the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report.

For and on behalf of Board

P. K. Sarma

PRADEEP KUMAR SARDA
CHAIRMAN
DIN 00021405

Place : Mumbai
Date : 12th August, 2014

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchange, the Company proposes to appoint Mr. Gaurishankar Radhakishan Damani as an Independent Director on the Board of Mercury Trade Links Limited pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), effective from April 1, 2014, listed companies are required to have at least one-third of the total number of directors as an independent director, who is not liable to retire by rotation.

Mr. Gaurishankar Radhakishan Damani is Non-Executive Director and has given a declaration to the Board that he satisfies the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and that the proposed director is an independent of the management.

In Compliance with the provisions of section 149, 150 and Schedule IV of the Act, the appointment of Mr. Gaurishankar Radhakishan Damani as an Independent Director is being placed before the Shareholders for approval.

A copy of the draft Letter of Appointment for independent director setting out terms and conditions of appointment as Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

The Board Recommends the Ordinary Resolutions as set out in item no. 4 for approval of the members. None of the Directors, or Key Managerial Personnel and their relatives, except the concerned Independent Director who is being appointed, is interested or concerned in this resolution.

The Board recommends the resolution for your approval.

Item No. 5

The Members of the Company at the 23rd Annual General Meeting of the Company held on 30th September, 2008 approved the limit for investment under Section 372 of the Companies Act, 1956 for over and above the aggregate of paid up share capital and free reserves of the Company. As the operations of the Company are increasing and in the due course of business activity Company intend to lend money to corporates and others in addition to making investments in the listed/unlisted securities.

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Section 186(2) of the Companies Act, 2013 ("Act") requires that the Board of Directors shall not lent money or invest in shares and securities in excess of 60 % of the company's paid up share capital and free reserves, apart from any specific purposes reserves provided, except with the consent of the Company accorded by way of **Special Resolution**.

It is, therefore, necessary for the Members to pass a Special Resolution under Section 186(2) and other applicable provisions of the Act, as set out at item No. 5 of the Notice, to enable to the Board of Directors to lend money advance and invest in shares and securities in excess of the aggregate of the paid up shares capital and free reserves of the Company. Approval of Members is being sought to invest in shares and securities lending and advancing upto to Rs.200/- Lacs (Rupees Two Hundred Lacs Only) which is in excess of the aggregate of the paid up share capital and free reserves of the Company.

The Board Recommends the Ordinary Resolutions as set out in item no. 5 for approval of the members. None of the Directors, or Key Managerial Personnel and their relatives is interested or concerned in this resolution.

The Board recommends the resolution for your approval.

For and on behalf of Board

P. K. Sarma

PRADEEP KUMAR SARDA
CHAIRMAN
DIN 00021405

Place : Mumbai

Date : 12th August, 2014