

MERCURY TRADE LINKS LIMITED

37TH ANNUAL REPORT

2021-22

Corporate Information

BOARD OF DIRECTORS

Mr. Pareshkumar Vasantray Sheth	: Chairman & Managing Director w.e.f. 23 rd August, 2022
Mr. Naishal Jatinkumar Talati	: Additional Non-Executive Independent Director w.e.f. 16 th August, 2022
Mrs. Payal Ronak Shah	: Additional Non-Executive Woman Independent Director w.e.f. 16 th August, 2022
Mr. Kalpesh Vishnuprasad Vyas	: Additional Non-Executive Independent Director w.e.f. 16 th August, 2022
Mr. Gopal Ramkrishna Somani	: Non-Executive Director- Resigned from Directorship w.e.f. 16 th August, 2022
Mr. Pradeep Kumar Sarda	: Chairman & Non- Executive Director- Resigned from Directorship w.e.f. 16 th August, 2022
Mr. Parag Sarda	: Non- Executive Director- Resigned from Directorship w.e.f. 16 th August, 2022
Mrs. Rita Somani	: Non-Executive Woman Director- Resigned from Directorship w.e.f. 16 th August, 2022
Mr. Krishna Kumar Moondra	: Independent Director- Resigned from Directorship w.e.f. 16 th August, 2022

KEY MANAGERIAL PERSONNEL

Mr. Jayesh Laxmanbhai Bhavsar	: Company Secretary & Compliance Officer w.e.f. 16 th August, 2022
Mr. Mahesh Toshniwal	: Manager – Resigned from officer from closing of business hour w.e.f. 16 th August, 2022
Mr. Angad Dharamdev Singh	: Chief Financial Officer (CFO)- Resigned from officer from closing of business hour w.e.f. 16 th August, 2022
Ms. Vinaya Arun Khopkar	: Company Secretary & Compliance Officer- Resigned from officer from closing of business hour w.e.f. 16 th August, 2022

Statutory Auditors

M/s S.M.M.P & Associates
307, Chartered House, 297/299,
Dr. C.H. Street, Near Marine Lines Church,
Mumbai-400002, Maharashtra, India

Bankers:

Bank of Baroda

Registered Office

M/s Amar Elec Eng. Co. Pushpa Park, Daftary Road, Malad,
Mumbai-400064, Maharashtra, India
Email: mercurytradelinkslimited@gmail.com

Registrar & Shares Transfer Agent

M/s Universal Capital Securities Private Limited
C-101, 247, Park, 1st Floor, L.B. Road,
Gandhi Nagar, Vikhroli West,
Mumbai-400083,
Maharashtra, India

Route map

Registered office

M/s Mercury Trade Links Limited

C/o M/s Amar Elec Eng. Co. Pushpa Park, Daftary Road, Malad,
Mumbai-400064, Maharashtra, India

Contact No: +91 8141007970

Email: mercurytradelinkslimited@gmail.com

Website: www.mercurytradelinks.co.in



MERCURY TRADE LINKS LIMITED

CIN - L26933MH1985PLC037213

Regd. Office: M/s Amar Elec Eng. Co. Pushpa Park, Daftary Road, Malad,

Mumbai-400064, Maharashtra, India

Website: www.mercurytradelinks.co.in

Email Id: mercurytradelinkslimited@gmail.com

Contact No: +91 8141200797

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Mercury Trade Links Limited will be held on **Friday, 30th September, 2022** at **11:00 AM** at the Registered Office of the Company situated at **M/s Amar Elec Eng. Co. Pushpa Park, Daftary Road, Malad, Mumbai-400064, Maharashtra, India** to transact the following business:

Ordinary Business:

Item No 1: Adoption of financial statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and Reports of the Board of Directors and Auditors thereon.

Item No 2: To appoint Mr. Pareshkumar V. Sheth as a Managing Director, who retires by rotation and being eligible, offer himself for re-appointment

"RESOLVED THAT Mr. Pareshkumar V. Sheth [DIN: 09683542], who retires by rotation and being eligible offers herself for reappointment be and hereby re-appointed as Managing Director of the Company liable to retire by rotation.

Special Business:

Item No 3: Appointment Mr. Pareshkumar V. Sheth [DIN: 09683542], by appointing him as Chairman and Managing Director of the company

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

"RESOLVED THAT Mr. Pareshkumar Vasantry Sheth [DIN: 09683542], who was appointed as Managing Director on the Board of Directors meeting held on 23rd August, 2022 subject to the approval of shareholders in forthcoming Annual General Meeting, pursuant to Section 196 and 203 of the Companies Act, 2013 and all other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other consent, approvals and permissions if any needed Mr. Pareshkumar Vasantry Sheth [DIN: 09683542] be and is hereby appointed as the Managing Director and Chairman of the Company, liable for retire by rotation, for a period of three year maximum upto 22nd August, 2025 at a monthly remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only)."

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all the necessary steps or procedures to bring in effect the said resolution.”

Item No 4: Regularization of Additional Director Mrs. Payal Ronak Shah [DIN: 02886525] as Independent Director of the Company

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, and 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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mrs. Payal Ronak Shah [DIN: 02886525] who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f 16th August 2022 in terms of Section 161 of the Companies Act,2013 and Article of Association of the Company and who holds 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 Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to hold office for five (5) consecutive years for the maximum period upto 15th August 2027.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all the necessary steps or procedures to bring in effect the said resolution.”

Item No 5: Regularization of Additional Director Mr. Kalpeshkumar Vishnuprasad Vyas [DIN: 09683683] as Independent Director of the Company

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, and 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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Kalpeshkumar Vishnuprasad Vyas [DIN: 09683683] who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f 16th August 2022 in terms of Section 161 of the Companies Act,2013 and Article of Association of the Company and who holds 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 Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to hold office for five (5) consecutive years for the maximum period upto 15th August 2027.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all the necessary steps or procedures to bring in effect the said resolution.”

Item No 6: Regularization of Additional Director Mr. Naishal Jatinkumar Talati [DIN: 09684249] as Independent Director of the Company

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, and 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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Naishal Jatinkumar Talati [DIN: 09684249] who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f 16th August 2022 in terms of Section 161 of the Companies Act,2013 and Article of Association of the Company and who holds 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 Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to hold office for five (5) consecutive years for the maximum period upto 15th August 2027.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take all the necessary steps or procedures to bring in effect the said resolution.”

Item No 7: Increase Authorised share capital of the Company

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

RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and re-enactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 24,75,000/- (Rupees Twenty-Four Lakhs Seventy-Five Thousand Only) divided into 2,47,500 (Two Lakhs Forty-Seven Thousand Five Hundred) Equity Shares of Rs.10/- (Rupee Ten Only) each to Rs. 40,25,00,000/- (Rupees Forty Crore Twenty-Five Lakhs Only) divided into 4,02,50,000 (Four Crore Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each /-”

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 40,25,00,000/- (Rupees Forty Crore Twenty-Five Lakhs Only) divided into 4,02,50,000 (Four Crore Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/-.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No 8: To consider and approve the fund raising through preferential issue of convertible Warrants into Equity Shares:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time ("SEBI (ICDR) Regulations") Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the any other relevant governmental authorities including from BSE Limited ("Stock Exchange") and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 4,00,00,000 (Four Crores) Convertible equity warrants ("Warrants") with each warrant convertible into 1 (One) fully paid up equity share of the company of Face Value of Rs. 10/- (Rupee Ten Only) each at a price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below category, in such manner and on such terms and conditions as may be determined by the board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date:

The details of the proposed allottees:

S.N.	Name of proposed Allottees	Category	No. of Warrants to be issued	Amount (Rs.)
1.	Pareshkumar Vasantray Sheth	Promoter	2,04,00,000	20,40,00,000
2.	Ashit Mahendra Mehta	Non-Promoter	25,00,000	2,50,00,000
3.	Priti Ashit Mehta	Non-Promoter	24,00,000	2,40,00,000
4.	Jatin Mahendrabhai Makani	Non-Promoter	8,00,000	80,00,000
5.	Nikunj Sureshchandra Shah	Non-Promoter	8,00,000	80,00,000
6.	Cheryl Manish Shah	Non-Promoter	61,00,000	6,10,00,000
7.	Sarth Ajitbhai Santoki	Non-Promoter	5,00,000	50,00,000
8.	Kunjal Vinod Sheth	Non-Promoter	5,00,000	50,00,000
9.	Nexpact Limited	Non-Promoter	30,00,000	3,00,00,000
10.	AG Dynamic Fund Limited	Non-Promoter	30,00,000	3,00,00,000
	Total		4,00,00,000	40,00,00,000

RESOLVED FURTHER THAT the "Relevant Date" in accordance with SEBI (ICDR) Regulations would be 29th August, 2022, 30 days prior to the date of the General Meeting, shall be considered as the Relevant Date for the purpose of above-mentioned issue of Equity Warrants convertible into Equity Shares

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of resolution in General Meeting, provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes

consolidation/sub-division/re- classification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI(ICDR)Regulations and all other applicable regulations from time to time;

- d) Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI(ICDR)Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrants exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;
- e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- h) The Equity Warrants issued and allotted to promoter group will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
- i) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI(ICDR)Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including, without limitation, issuing clarification on the offer, issue and allotment of the equity Warrants convertible into Equity Shares, and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the