

**30<sup>th</sup>**  
**ANNUAL REPORT**  
**2013 - 2014**

**MRUGESH TRADING LIMITED**

## MRUGESH TRADING LIMITED

Directors : Sunil Y. Surve  
Suresh P. Upadhyay  
Sushil Kumar Lunia

Auditors : I.G. NAIK & CO.  
Chartered Accountants

Registered Office: Warden House  
340, J.J. Road  
Byculla  
Mumbai 400 008.

“The practice of distributing copies of the Annual Report at the Annual General Meeting is being discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report with them to the Meeting.

## **MRUGESH TRADING LIMITED**

Warden House, 340 J.J. Road, Byculla, Mumbai 400 008.

CIN No. L74999MH1984PLC034746

TEL: (91) 22 2308 4801-04 FAX : (91) 22 2307 7231

Website: [www.mrugeshtesting.com](http://www.mrugeshtesting.com)

Email: [coseo@mrugeshtesting.com](mailto:coseo@mrugeshtesting.com)

### **NOTICE**

**NOTICE** is hereby given that the **Thirtieth Annual General Meeting** of the Members of **Mrugesh Trading Limited** will be held on **Tuesday the 30<sup>th</sup> day of September, 2014**, at Warden House, 340, J.J. Road, Byculla, Mumbai 400 008 at **10.00 a.m.** to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements, including Balance Sheet as at March 31, 2014 and statement of the Profit and Loss account for the year ended that date together with the Reports of the Directors and Auditors.
2. To appoint a Director in place of **Mr. Sushil Kumar Lunia** (DIN-00074912), who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendation of the Audit Committee, M/s. I. G. Naik & Co., Chartered Accountants (ICAI Firm Registration Number – 106810W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM), at a remuneration to be determined by the Board of Directors of the Company in Mutual consultation with Auditors."

#### **AS SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Navneet Dammani (DIN - 05269979), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> August, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as Director of the Company to be designated as Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a

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period of 5 consecutive years with effect from 30<sup>th</sup> September, 2014 upto 29<sup>th</sup> September, 2019.”

**RESOLVED FURTHER THAT**, any one of the Directors of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Krishna Jaishigh Jain (DIN - 06956461), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> August, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be appointed as Director of the Company to be designated as Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 consecutive years with effect from 30<sup>th</sup> September, 2014 upto 29<sup>th</sup> September, 2019.”

**RESOLVED FURTHER THAT**, any one of the Directors of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

“**RESOLVED THAT** pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest in other bodies corporate and Mutual Funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all investments made, shall not exceed Rs.6 Crores (Rupees Six Crores only) outstanding any one time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

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### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy or proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notari ally certified copy of that power of attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses, as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Register will remain closed from Tuesday, 23<sup>rd</sup> September, 2014 to Tuesday, 30<sup>th</sup> September, 2014 (both days inclusive) for the purpose of Annual General Meeting of the Company.
4. There are no dividends that are unclaimed/ unpaid for a period of 7 years or more which are required to be transferred to the Investor Education and Protection Fund (IEPF) in terms of Section 205A read with Section 205C of the Companies Act, 1956.
5. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding/ trading.
6. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
7. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.

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8. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution/ power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.

### 10. Voting through electronic means:

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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 last 8 digits of the demat account/folio number in the PAN field.</li></ul>

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	<ul style="list-style-type: none"><li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Mrugesh Trading Limited > on which you choose to vote.
- (xi) 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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- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Thursday, the 18<sup>th</sup> day of September, 2014 (10.00 a.m. IST) and ends on Saturday, the 20<sup>th</sup> September, 2014 (6.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized



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form, as on the cut-off date of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 22<sup>nd</sup> August, 2014.
- (D) Mr. Keyul Dedhia, Practicing Company Secretary (Membership No. ACS22761), has been appointed as the scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (E) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (F) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Keyul Dedhia, Practicing Company Secretary (Membership No. ACS22761), at the office of the Company's Registrar & Transfer Agent not later than Saturday, 20<sup>th</sup> September, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [cosec@mrugeshtesting.com](mailto:cosec@mrugeshtesting.com) – by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Company's Registrar & Transfer Agent not later than Saturday, 20<sup>th</sup> September, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- (G) The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company ([www.mrugeshtesting.com](http://www.mrugeshtesting.com)) and on Service Provider's website (<http://www.evotingindia.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited.
- (H) 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

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<https://www.evotingindia.com> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

11. Notes on Director seeking appointment/re-appointment as required under Clause 49(VI)(A) of the Listing Agreement entered into with the Stock Exchange :

**MR. SUSHIL KUMAR LUNIA (DIN - 00074912)**

Mr. Sushil Kumar Lunia is a Senior Executive with a reputed Company and has been associated with the Company since December 1995.

**MR. NAVNEET DAMMANI (DIN - 05269979)**

Mr. Navneet Dammani is a Commerce graduate from Raipur University. Mr. Navneet Dammani handles all commercial matters including monitoring the collection cycle and reduces debtors along with timely payment follow ups. His personal relationship skill helps in achieving customer satisfaction to a great extent.

**MRS. KRISHNA JAISINGH JAIN (DIN - 06956461)**

Mrs. Krishna Jaisingh Jain is an Arts Graduate and Bachelor of Education from Mumbai University and has varied experience as a Teacher at the highest level. She has experience in various fields and if appointed, she will be an asset to the Company.

12. Section 72 of the Companies Act, 2013 has introduced the facility of nomination to the Shareholders. Nomination Form SH13 is attached to the Annual Accounts.

Dated: 25<sup>th</sup> day of August, 2014

Registered Office:

Warden House

340, J.J.Road, Byculla

Mumbai 400 008.

**By Order of the Board of Directors**

**Sunil Y. Surve**

**Director**  
(DIN - 00065166)