

37th
ANNUAL REPORT
2020-2021
OF
MRUGESH TRADING LIMITED

MRUGESH TRADING LIMITED

Regd. Off.: 252, Swantraveer Savarkar Rashtriya Smarak, Veer Savarkarmarg, Next to Mayer Banglow, Shivaji Park, Mumbai Mumbai City MH 400028 IN

CIN: L74999MH1984PLC034746,

TEL: (91) 2445 9204, FAX: (91) 2445 9205

Website: www.mrugeshtesting.com/

Email: roc@rajdarbarrealty.com

CORPORATE INFORMATION

Director

- : Mr. Ashok Kapoor
(Appointed w.e.f. 19.10.2020)
- : Mr. Akshat Agarwal
(Appointed w.e.f. 19.10.2020)
- : Mr. Ashish Jain Kumar
(Appointed w.e.f. 19.10.2020)
- : Mr. Devendra Kumar Agrawal
(Appointed w.e.f. 19.10.2020)
- : Ms. Kamlesh
(Appointed w.e.f. 19.10.2020)
- : Mr. Sunil Y. Surve
(Resigned w.e.f. 20.10.2020)
- : Mr. Navneet Dammani
(Resigned w.e.f. 20.10.2020)
- : Mrs. Krishna Jain
(Resigned w.e.f. 20.10.2020)
- : Mrs. Avni Shroff
(Resigned w.e.f. 20.10.2020)

Key Managerial Personnel

- : Rajesh Agarwal (CFO)
- : Rekha Rani (CS)
- : Sushil Negi (MANAGER)

Auditor

:

M/s Sanjeev Gaurav & Associates

(Chartered Accountants)

(Appointed w.e.f. 01st December,2020)

M/s Hedge & Associates

(Chartered Accountants)

(Resigned w.e.f.13th November,2020)**Registered Office**

:

252,Swantraveer Savarkar Rashtriya
Smarak,Veer Savarkarmarg, Next
to Mayer Banglow, Shivaji Park,
Mumbai Mumbai City MH 400028

(Erstwhile registered Office -
Warden House, 340 J.J. Road,
Byculla, Mumbai 400008)

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

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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of Mrugesh Trading Limited will be held on Thursday the 30th September, 2021 at the Registered Office of the Company through video conferencing ("VC")/ other audio visual means ("OVAM") at 12:00 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, including Balance Sheet as at 31s March, 2021, Statements of Profit and Loss Account and cash flow statement for the year ended on 31st March, 2021 together with Director's Report and Auditor's Report.
2. To appoint a Director in Place of Mr. Akshat Agarwal (DIN: 00309939), who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 other 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 give Loans and to invest in other Body Corporates and mutual funds from time to time on such terms and conditions as investment made, shall not exceed Rs. 5 Crore (Rupees Five Crore only) outstanding at any time, notwithstanding that it may exceed 60 % of its Paid Up Capital and Free Reserves and Securities Premium Account of 100 % of its Free Reserves and Securities Premium Account, whichever is more.

RESOLVED FURTHER 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."

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

"RESOLVED THAT pursuant to provisions of Regulation 31A and all other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as "Listing Regulations") and

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subject to the approval BSE Limited and such other approval as may be necessary, the request received from the following promoters shareholders for reclassification from "Promoter Category" to Public Category" be and are hereby approved by the Shareholders.

Sr no	Shareholder	No of Equity shares	Percentage of Equity share capital
1	SUNIL YASHAWANT SURVE	0	0 %
2	BHAIRAV ENTERPRISES LIMITED	0	0 %
3	RISHABH ENTERPRISES LTD	0	0 %
4	SHRI GURUDEV EN TRADE LTD	0	0 %

"RESOLVED FURTHER THAT it is hereby confirmed that

- the aforesaid person do not hold more than 10% of the paid-up Capital of the Company.
- the shareholding of the aforesaid Promoter / Promoter Group is NIL of the equity share capital of the Company.
- the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company.
- No director of the above said person has been or would be appointed as key managerial personnel of the Company.
- No special right were even held and would not be ever held by the above reclassified above said person /entity/Company.

"RESOLVED FURTHER THAT upon receipt of the requisite approvals, the company shall give effect of such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulation and in all other records of the company and make such applications, intimations, disclosure and or filings as may be relevant or necessary from such date as may be appropriate."

"RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for seeking the approval of the promoter shareholders for the reclassifications of the status of the shareholders from the "Promoter and Promoter Group" category to the Public Category" and removal of their names from "Promoter and Promoter Group".

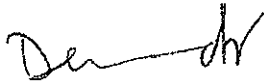
"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds,

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matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For and on Behalf of Board of Directors
For Mrugesh Trading Limited



Devendra Kumar Agrawal
Director
DIN: 06752332
R/o. 3881, Sheetla Ghat, Ghiya
Mandi, Mathura- 281001

Place: Agra
Date: 07.09.2021

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NOTES

In view of the current circumstances due to pandemic caused by COVID-19 prevailing in the country, requiring social distancing, and pursuant to General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by Securities and Exchange Board of India ("SEBI Circular"), the 36th Annual General Meeting ("AGM") of the Company is being conducted through VC/ OAVM, which does not require the physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

- 1) Pursuant to MCA Circulars, since the AGM is conducted through VC/OAVM, where physical presence of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Act is not available for this AGM. However, in pursuance of Section 112 and 113 of the Act, representatives of the Bodies Corporate/ Members may be appointed for the purpose of voting through remote e-voting and for participation and voting in the AGM through VC/OAVM.
- 2) Since the AGM will be held through VC in accordance with the Circulars, Proxy Forms and attendance slip are not attached to the notice.
- 3) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4) A copy of the financial statements of the Company for the financial year ended 31 March 2021 together with the Auditors' and Directors' Report thereon are enclosed.
- 5) In Compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the FY 2020-21 are being sent only through electronic mode to those members whose email address are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2020-21 are also be available on the website of the Company at www.mrugeshtesting.com in the Investor Relation Section , Website of Bombay Stock Exchange Limited and on the website of CDSL i.e. www.evotingindia.com.
- 6) The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September 2021 to 29th September 2021 (both days inclusive).
- 7) As a part of 'Green Initiative, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form, if any.
- 8) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

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9) All the members are requested to

i. intimate immediately any change in their address to Company's Registrar and Share Transfer Agent

Link Intime India Private Limited,

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.

Tel: 022-4918 6270, Fax: 022-4918 6060, Toll -free Number: 1800 1020 878

Email: mt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in

ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.

iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.

iv. Quote their Folio No./Client Id No. in their Correspondence with the Registrar and Share Transfer Agent.

v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.

vi. Intimate Registrar and Share Transfer Agents M/s. Link Intime India Private Limited for consolidation of folios, in case having more than one folio.

10) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants, Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's registrar and transfer agents, M/s. Link Intime India Private Limited.

11) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s Link Intime India Private Limited for assistance in this regard.

12) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

13) The Company has designated an exclusive e-mail ID "arungupta@rajdarbarresalty.com" for redressal of shareholders' complaints/ grievances. If you have any query please write to us at contactus@bombaywireropes.com.

14) Electronic copy of all the documents as required under the Act and referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.mrugeshtesting.com

16) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in

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the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all the members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 17) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 18) The Link for attending the AGM through VC/OAVM shall be <https://us05web.zoom.us/j/84628669339?pwd=aG9kV0FuMjlkRDJYYk9lL0pmNjJrUT09>

The instructions for members for voting electronically are as under:

For Members whose e-mail addresses is registered with the Company/Depositories:

(i) The voting period begins at 9:00 a.m. (1ST) on Monday, 27th September 2021 and ends at 5:00 p.m. (1ST) on Wednesday, 29th September 2021. During this period, Members of the Company, holding shares either in physical form, if any, or in dematerialised form, as on the cut-off date (record date) of 23rd September 2021 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.