

# **SONAL MERCANTILE LIMITED**

**30<sup>TH</sup> ANNUAL REPORT  
FOR THE FINANCIAL YEAR 2014-2015**

**CIN NO: L51221DL1985PLC022433**

**REGD. OFFICE: - 105/33, VARDHMAN GOLDEN PLAZA, ROAD NO. 44, PITAMPURA, DELHI-110034  
(WEBSITE: [www.sonalmercantile.com](http://www.sonalmercantile.com), Email id: [sonalmercantile.yahoo.in](mailto:sonalmercantile.yahoo.in))**



# SONAL MERCANTILE LIMITED

REGD. OFFICE: 105/33, VARDHIMAN GOLDEN PLAZA, ROAD NO. 44, PITAMPURA, DELHI-110034

CIN: L51221 DL1985PLC022433, web: www.sonalmercantile.com

## FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Sonal Mercantile Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

FOR V.N. PUROHIT & CO.

For and on behalf of Board of Directors of

Chartered Accountants

Sonal Mercantile Limited

Firm Regn. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 30<sup>th</sup> day of May 2015



Anjali Aggarwal

(CFO)

Vikram Sharma

(Chairman of Audit Committee)

Sunil Kumar

(Whole Time Director)

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## **Schedule of Annual General Meeting**

<b>30th Annual General Meeting</b>	
<b>Date</b>	<b>September 29th, 2015</b>
<b>Day</b>	<b>Tuesday</b>
<b>Time</b>	<b>10:00 A.M.</b>
<b>Place</b>	<b>105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034</b>
<b>Book Closure Date</b>	<b>22nd September 2015 to 29th September 2015 (both days inclusive)</b>

# **COMPANY INFORMATION**

## **BOARD OF DIRECTORS**

**Mr. Vikram Sharma**  
Chairman & Independent Director  
(DIN: 00243482)

**Mr. Gopal Bansal**  
Non Executive Director  
(DIN: 01246420)

**Ms. Rukhsana**  
Independent Director  
(DIN: 05151168)

**Mr. Sunil Kumar**  
Whole Time Director  
(DIN: 00243057)

**Mr. Deep Chand Singhal**  
Non Executive Director  
(DIN: 00815681)

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**Ms. Anjali Aggarwal**  
Chief Financial Officer

**Ms. Deepika Rathore**  
Company Secretary & Compliance Officer

## **STATUTORY AUDITORS**

**M/s V.N. Purohit & Co.**  
Chartered Accountants  
FRN: 304040E  
214, New Delhi House  
2<sup>nd</sup> Floor, 27, Barakhamba Road  
New Delhi-110001  
Email: [vnpdelhi@vnpaudit.com](mailto:vnpdelhi@vnpaudit.com)  
Web: [www.vnpaudit.com](http://www.vnpaudit.com)

## **SECRETARIAL AUDITOR**

**Ms. Rachna Bhasin**  
Practicing Company Secretary  
M-3/21, First Floor,  
Model Town , Phase – III  
New Delhi - 110009  
Email: [csrachna@gmail.com](mailto:csrachna@gmail.com)

## **REGISTERED OFFICE**

105/33, Vardhman Golden Plaza  
Road No. 44, Pitampura  
Delhi – 110034  
Tel no.: +91-11-65656577  
Website: [www.sonalmercantile.com](http://www.sonalmercantile.com)  
Email Id: [sonalmercantile@yahoo.in](mailto:sonalmercantile@yahoo.in)

## **REGISTRAR AND SHARE TRANSFER AGENT**

**Skyline Financial Services Private Limited**  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase – I, New Delhi – 110 020  
Tel No.: 011-26812682,83  
Fax: +91-11-30857562  
Email Id: [admin@skylinerta.com](mailto:admin@skylinerta.com)

## **BANKERS OF THE COMPANY**

Punjab National Bank  
Pitampura, Delhi

## **LISTED AT**

BSE Limited, Mumbai (Scrip Code: 538943)  
Delhi Stock Exchange, Delhi (Scrip Code: 5053)

## **CIN**

**L51221DL1985PLC022433**

## **COMMITTEES OF BOARD OF DIRECTORS**

### **AUDIT COMMITTEE**

Mr. Vikram Sharma Independent Director	Chairman & Member
Ms. Rukhsana Independent Director	Member
Mr. Gopal Bansal Non Executive Director	Member
Ms. Deepika Rathore Company Secretary	Secretary & Advisor

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Vikram Sharma Independent Director	Chairman & Member
Ms. Rukhsana Independent Director	Member
Mr. Gopal Bansal Non Executive Director	Member

### **SHAREHOLDER'S/INVESTOR'S GRIEVANCE COMMITTEE**

Mr. Vikram Sharma Independent Director	Chairman & Member
Ms. Rukhsana Independent Director	Member
Mr. Gopal Bansal Non Executive Director	Member

### **RISK MANAGEMENT COMMITTEE**

Mr. Vikram Sharma Independent Director	Chairman & Member
Mr. Sunl Kumar Executive Director	Member
Mr. Deep Chand Singhal Non Executive Director	Member
Mr. Gopal Bansal Non Executive Director	Member

### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has incurred circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far as requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

**Date: 01st September, 2015**

Dear Members,

You are cordially invited to attend the 30th Annual General Meeting of the members of Sonal Mercantile Limited ('the Company') to be held on Tuesday, 29th September, 2015 at 10:00 a.m. at 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034.

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed.

Thanking You

**Sd/-**

**Deepika Rathore**

Company Secretary and  
Compliance Officer

M.No. A34331

Regd. Office: 105/33,  
Vardhman Golden Plaza,  
Road No. 44, Pitampura,  
Delhi - 110034

# **NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Tuesday, 29<sup>th</sup> September, 2015 at 10:00 a.m. at the Registered Office of the Company at 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034 to transact the following business:

## **Ordinary Business:**

### **1. Adoption of Financial Statements**

To receive, consider and adopt the financial statement consisting of Balance Sheet for the year ended 31<sup>st</sup> March, 2015 and the statement of Profit and Loss, Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2015 along with the reports of the Board of Directors and the Auditors thereon.

### **2. Re-Appointment of Auditor**

To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s V.N. Purohit & Co., Chartered Accountants (Firm's Registration No. 304040E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33<sup>rd</sup> (Thirty Third) AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company."

### **3. Appointment of Director retire by rotation**

To appoint a Director in place of Mr. Deep Chand Singhal (DIN: 00815681) who retires by rotation & being eligible offers himself for reappointment as a Director of the Company.

## **Special Business:**

### **4. Alteration of Memorandum of Association as per Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Memorandum of Association of the Company in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## 5. Adoption of New Set of Articles of Association as per Companies Act, 2013

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

*By order of the Board of Director  
For Sonal Mercantile Limited*

Date: 01<sup>st</sup> September, 2015  
Place: Delhi

Sd/-  
Deepika Rathore  
Company Secretary and  
Compliance Officer  
M.No. A34331  
Regd. Office: 105/33,  
Vardhman Golden Plaza,  
Road No. 44, Pitampura,  
Delhi - 110034



## **NOTES:**

- A. APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED WITH THE ANNUAL REPORT.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- B.** In terms of Section 152 of the Companies Act, 2013, Mr. Deep Chand Singhal (DIN: 00815681), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commend his respective re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- C.** An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Business stated under item no. 4 and 5 is annexed hereto.
- D. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- E. Queries at the AGM:** In case you have any query relating to the enclosed annual accounts and queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office on email Id [sonalmercantile@yahoo.in](mailto:sonalmercantile@yahoo.in) at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- F.** Members are requested to notify any change in their address/ mandate/ bank details immediately to the share transfer Agent of the Company- M/s Skyline Financial Services Pvt Ltd., ("Skyline")D-153A, Okhla Industrial Area, Phase-I, New Delhi- 110 020.
- G. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive).

## H. CUT OFF DATE:

- a. This Notice is being sent to all the members whose name appears as on 28th August, 2015 in the register of members or beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent of the Company.
- b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 22<sup>nd</sup> September, 2015 (the "Cut- Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
- I. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Skyline.
- J. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline, for consolidation into a single folio.
- K. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from Skyline by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- L. **Inspection of Documents:** Documents referred to in the Annual General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11 A.M. and 1 P.M. up to the date of Annual General Meeting.

## M. Communication to Members

- a. **Dispatch of Annual Report:** The Annual Report 2014-2015 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-2015 are being sent by the permitted mode.
- b. Members may also note that the Notice of the 30<sup>th</sup> AGM and the Annual Report 2014-2015 will be available on the company's website, [www.sonalmercantile.com](http://www.sonalmercantile.com). The Physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days, Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [sonalmercantile@yahoo.in](mailto:sonalmercantile@yahoo.in)
- c. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section-170 of the Companies Act, 2013 are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.
- d. The register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.