

GAURAV MERCANTILES LIMITED

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of **GAURAV MERCANTILES LIMITED** (CIN: L74130MH1985PLC176592) will be held on Saturday, 29th day of September, 2018 at 3.00 PM at 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Pratap Singh Bohra (DIN: 00122472) who retires by Rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Regularising the Appointment of Mr. Nikhil Pratap Singh Bohra as a Director

To Consider and, if though fit, to pass with or without modification(s), the following resolution as

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 and any other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nikhil Pratap Singh Bohra (DIN: 00114968)

Who was appointed as Additional Director on 14th November, 2017 and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and do all such act, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Regd. Office:

310, Gokul Arcade-B
Subhash Road, Vile Parle (E),
Mumbai – 400 057

By Order of the Board
For Gaurav Mercantiles Limited

Shikha Chaudhary
Company Secretary

Date: 3rd September, 2018
Place: Mumbai

Notes:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument(s) appointing the proxy, if any, shall be deposited at the registered office of the Company 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057 not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding 50 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 proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 22.09.2018 to Saturday 29.09.2018 (both days inclusive) in connection with the Annual General Meeting.

ANNUAL REPORT 2017-2018

4. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – Skyline Financial Services Pvt. Ltd., 4/A/9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai – 400 072, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.
5. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN), Bank Details, Email ID, and Mobile/Telephone number by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company.
6. SEBI in its meeting held on March 28, 2018 has decided to amend Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') which deals with transfer or transmission or transposition of securities. According to this proposed amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. The amendment shall come into force on December 5, 2018. Thus requesting all the Member to Dematerialize their Shares on or before 5th December, 2018.
7. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for F.Y. 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address (es). Members may also note that the Annual Report for F.Y. 2017-18 will also be available on the Company's website www.gmlmumbai.com for download.
8. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.
9. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Skyline Financial Services Pvt. Ltd. a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
11. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.

Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

The instructions for e-voting are as under:

- (i) The e-voting period commences on, Wednesday, 26th September, 2018 (10:00 am IST) and ends on Friday 28th September, 2018 (5:00 pm IST), the cut-off date of 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by Skyline Financial Services Pvt. Ltd. for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

GAURAV MERCANTILES LIMITED

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “**Gaurav Mercantiles Limited**” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB #	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as SYSSUP123

Please enter any one of the details in order to login.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN for “Gaurav Mercantiles Limited” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

ANNUAL REPORT 2017-2018

(xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) A person whose name is recorded in the register of members as on the cut-off date i.e. Saturday, 22nd September, 2018 only shall be entitled to avail the facility of e-voting /Poll.

(xx) The results of e-voting will be placed by the company on its website www.gmlmumbai.com within 2 days of AGM and also communicated to the stock exchanges where the shares of the company are listed. The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

(xxi) Mr. Janmejy Singh Rajput, Practising Company Secretaries, (Membership No. A28403) has been appointed as the scrutinizer to scrutinize the e-voting process.

(xxii) **Note for Institutional Shareholders**

- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- * 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 a compliance user 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 Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxiii) 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 www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at 310, Gokul Arcade B, Subhas Road, Vile parle (E), Mumbai- 400057 on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
13. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.
14. Route map giving directions to the venue is annexed to this Notice.

GAURAV MERCANTILES LIMITED

ANNEXURE TO THE NOTICE

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

Item No. 4

Regularising the appointment of Mr. Nikhil Pratap Singh Bohra

Board of Directors of the Company through resolution on 14th November, 2017 has appointed as Additional Director of the Company and Mr. Nikhil Pratap Singh Bohra hold office of the director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provision of the Companies Act, 2013 approval the members of the Company is required for regularization of Mr. Nikhil Pratap Singh Bohra as Director of the Company.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Regd. Office:

310, Gokul Arcade-B
Subhash Road, Vile Parle (E),
Mumbai – 400 057

By Order of the Board
For Gaurav Mercantiles Limited

Date: 3rd September, 2018
Place: Mumbai

Shikha Chaudhary
Company Secretary