



NOTICE

NOTICE is hereby given that the **Thirty Fourth Annual General Meeting (AGM)** of the members of the Company will be held on **Friday, July 12, 2019 at 02:00 P.M.** at the Registered Office of the Company at **372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085** to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (Standalone as well as Consolidated) of the Company for the year ended March 31, 2019, along with the reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Rajan Goyal as Director, liable to Retire by Rotation

To appoint a Director in place of Mr. Rajan Goyal (DIN: [02600825](#)) who retires by rotation & being eligible offers himself for reappointment as a Director of the Company.

3. Re-appointment of Statutory Auditors

To re-appoint the Statutory Auditors of the Company 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, 142 of the Companies Act, 2013 and the rules made there under, *M/s V.N. Purohit & Co., Chartered Accountants (Firm Registration Number: 304040E)* be and is hereby re-appointed as a Statutory Auditor of the Company for a period of Four Years and to hold office from the conclusion of the 34th Annual General Meeting of the Company till the conclusion of the 37th Annual General Meeting and the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period.”

Special Business:

4. Re-classification of Persons/Entities forming part of the Promoter Group from ‘Promoter & Promoter Group Category’ to ‘Public Category’

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other

appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

<u>Name of the Shareholders</u>	<u>No. of shares held</u>	<u>% of the paid up capital</u>
VISHNU MITTAL	NIL	NIL
DEEP CHAND SINGHAL	NIL	NIL
SUNIL KUMAR	NIL	NIL
CHETNA SINGHAL	NIL	NIL
SAVITRI MITTAL	NIL	NIL

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
- Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulations) Rules, 1957, and the provisions of Regulation 38 of SEBI(LODR) Regulations, 2015.
- The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.

RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company

<u>Name of the Shareholders</u>	<u>No. of shares held</u>	<u>% of the paid up capital</u>
VIKRAM GOYAL	NIL	NIL
RAJAN GOYAL	NIL	NIL
RAM GOPAL GOYAL & SONS LLP	35,27, 401	23.93%

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial

Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

5. **Regularization of additional Independent Director, Mr. Deepak as Non-Executive, Independent Director on the Board of the Company**

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

“**RESOLVED THAT**, the consent of the members of the Company be and is hereby accorded to the Company to regularize the appointment of Mr. Deepak (DIN: [07878217](#)), who was appointed as an Additional Director (Independent) by the Board of Directors in their meeting held on March 26, 2019, in terms of Section 161, 149(6), 152 and Schedule IV of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations) including any statutory modifications or re-enactment(s) thereof as an Independent Director of the Company, not liable to retire by rotation and who will hold office for a period of five years with effect from March 26, 2019 up to March 25, 2024 as approved by the Board of Directors.”

For SONAL MERCANTILE LIMITED

Sd/-
VIKRAM GOYAL
Whole time Director