



SONAL

MERCANTILE LIMITED

Registered Office: 372, Vardhman Plaza, III
Floor, Sector-3, Rohini, New Delhi-110085
CIN: L51221DL1985PLC022433
E-mail Id: sonalmercantile@yahoo.in
Website: www.sonalmercantile.in
Contact No. 011-49091417

NOTICE

NOTICE is hereby given that the **Thirty Third Annual General Meeting (AGM)** of the members of the Company will be held on **Saturday, September 29, 2018 at 09:00 A.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 of the Company for the year ended March 31, 2018, along with the reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Deep Chand Singhal as Director, liable to 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.

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 appointed as a Statutory Auditor of the Company for a period of Four Years and to hold office from the conclusion of the 33rd 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. Regularization of Additional Independent Director, Mr. Naresh Poddar 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, pursuant to the provisions of sub-section (6) of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Poddar (DIN:00381066), who was appointed as an Additional Director (Independent) pursuant to the provision of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who will hold office for period of 5 (Five) years with effect from the date of appointment by the Board i.e. from **May 30, 2018**.



5. Regularization of Additional Independent Director, Mrs. Anu Aggarwal 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, pursuant to the provisions of sub-section (6) of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Anu Aggarwal (DIN:06911743), who was appointed as an Additional Director (Independent) pursuant to the provision of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who will hold office for period of 5 (Five) years with effect from the date of appointment by the Board i.e. from *August 13, 2018*.

By Order of the Board of Directors
For Sonal Mercantile Limited



Richa Sharma
Company Secretary

Date: September 03, 2018
Place: New Delhi

NOTES:

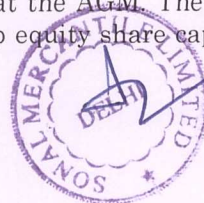
- A. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.

- B. **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 Notice of AGM. Proxy forms submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. Pursuant to Section 105 of the Companies Act, 2013 ("the Act"), a person can act as a proxy on behalf of members not exceeding fifty (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 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.

- C. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting.
- D. **Corporate Members:** Pursuant to Section 113 of the Companies Act, 2013, the 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 i.e. **372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085** or on email Id i.e. 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 immediately to the share transfer Agent of the Company- **M/s Skyline Financial Services Private Limited, ("Skyline") D-153A, Okhla Industrial Area, Phase-I, New Delhi- 110020**. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.
- G. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain close from **Saturday, September 22, 2018 to Saturday, September 29, 2018** (both days inclusive).
- H. **Cut Off Date:**
- a. This Notice is being sent to all the members whose name appears as on **Friday, August 31, 2018** in the register of members or beneficial owners as received from Skyline.
- 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 **Saturday, September 22, 2018 (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 Company's Registrar and Share Transfer Agent for consolidation into a single folio.
- K. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- L. Members who have not registered / updated their e-mail addresses with Skyline, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
- M. **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 11:00 A.M. to 01:00 P.M. up to the Date of AGM.

N. Communication to Members

- a. **Dispatch of Annual Report:** The Annual Report 2017-18 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 2017-18 are being sent by the permitted mode.
- b. Members may also note that the **Notice of the Thirty Third AGM** and the **Annual Report 2017-18** will be available on the Company's website, www.sonalmercantile.in. 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.
- 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 01:00 P.M. and will also be available for inspection by the members at the AGM.
- 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 01:00 P.M. and will also be available for inspection by the members at the AGM.
- e. For convenience of the members and proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip along with a valid identity proof such as the PAN Card, Passport, Aadhaar Card, Driving License etc. and hand it over at the registration counter at the venue.
- f. Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members for attending the meeting.



- g. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

O. 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 issued 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, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.

P. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

VOTING THROUGH ELECTRONIC MEANS AND PROCEDURE THEREOF

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. **Instructions for e-voting:** A separate sheet containing the complete details of the instructions for e- voting is being sent to all the shareholders along with the Annual Report for the year 2017-18 to enable them to cast their votes through e-voting. This sheet is enclosed with this Notice of AGM.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. Additional Information of Directors seeking appointment at the ensuing AGM, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.



INSTRUCTIONS FOR E-VOTING

Members are requested to follow the below instructions to cast their vote through e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer121317@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- i. The e-voting period commences on **Wednesday, September 26, 2018 (10:00 A.M.)** and ends on **Friday, September 28, 2018 (05:00 P.M.)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Saturday, September 22, 2018, i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- iv. The facility for voting, either through tab based e-Voting system or ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- v. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vi. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- vii. Ms. Ankita Jain, Practicing Company Secretary (Membership No. ACS 33141 / COP 17923) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- ix. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sonalmmercantile.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

The Board of Directors of the Company had appointed **Mr. Naresh Poddar** as an Additional Director of the Company with effect from *May 30, 2018*. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Naresh Poddar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

A brief profile of Mr. Naresh Poddar, including nature of his expertise, is provided in the Annual Report (2017-2018). The Company has received a declaration of independence from Mr. Naresh Poddar.

In the opinion of the Board, Mr. Naresh Poddar fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.sonalmercantile.in

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Naresh Poddar, is concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members of the Company.

Item No. 5

The Board of Directors of the Company had appointed **Mrs. Anu Aggarwal** as an Additional Director of the Company with effect from *August 13, 2018*. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Anu Aggarwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

A brief profile of Mrs. Anu Aggarwal, including nature of her expertise, is provided in the Annual Report (2017-2018). The Company has received a declaration of independence from Mrs. Anu Aggarwal.

In the opinion of the Board, Mrs. Anu Aggarwal fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.sonalmercantile.in

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Anu Aggarwal, is concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members of the Company.

By Order of the Board of Directors
For Sonal Mercantile Limited



Richa Sharma
Company Secretary

Date: September 03, 2018
Place: New Delhi

ANNEXURE TO THE NOTICE

Profile of Director seeking Re-Appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements)
Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Particulars	Description
Name of Director	Mr. Deep Chand Singhal
DIN	00815681
Date of Birth	June 01, 1976
Age	42 Years
Category of the Director	Non Independent Director (Non-Executive)
Educational Qualifications	B.Com and FCA [(Fellow Member of the Institute of Chartered Accountants of India (ICAI)].
Experience	More than Twelve Years
Expertise in specific functional areas	He has good experience in Finance, Project Financing, Share Market Research, Bonds Market, Taxation, Audits and also deals in matters relating to RBI.
Date of Appointment on the Board	December 03, 2009
Terms and conditions of appointment	<ul style="list-style-type: none">• Tenure of this appointment shall be as per the Section 152 of the Companies Act, 2013.• Mr. Deep Chand Singhal, Non-Executive Director of the Company shall be liable to retire by rotation.• At present he is not drawing a salary or enjoying any benefit or perquisite on cost of the Company. In future if any remuneration will be given to him then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and shall be subject to the applicable Company's policy.
Remuneration last drawn	Nil
Remuneration proposed to be given	Nil
Number of shares held in the Company as on March 31, 2018	37500
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Sonal Mercantile Limited	2 (Membership of Audit and Stakeholders' Relationship Committees of Sonal Mercantile Limited)
Relationship between Directors inter se	Mr. Deep Chand Singhal is a Brother of Mr. Sunil Kumar, Executive Director of the Company
Number of meetings of the Board attended during the financial year 2017-18 (Out of total 11 Board Meetings held)	11



ANNEXURE TO THE NOTICE

Profile of Director seeking Re-Appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Particulars	Description
Name of Director	Mr. Naresh Poddar
DIN	00381066
Date of Birth	March 24, 1979
Age	39 Years
Category of the Director	Independent Director (Non-Executive)
Educational Qualifications	Bachelor of Commerce (B.Com)
Experience	More than 18 Years
Expertise in specific functional areas	Mr. Naresh Poddar has good experience in Purchase and Accounts Department.
Date of Appointment on the Board	May 30, 2018
Terms and conditions of appointment	<ul style="list-style-type: none">Pursuant to Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his candidature is proposed to be regularized as Director (Independent) in the ensuing General Meeting.His tenure will be for Five Years and not liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration proposed to be given	Nil
Number of shares held in the Company as on March 31, 2018	Nil
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Sonal Mercantile Limited	2 (As on September 03, 2018) (Membership of Audit and Stakeholders' Relationship Committees of Sonal Mercantile Limited)
Relationship between Directors inter se	No
Number of meetings of the Board attended during the financial year 2017-18 (Out of total 11 Board Meetings held)	Nil



ANNEXURE TO THE NOTICE

Profile of Director seeking Re-Appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

Particulars	Description
Name of Director	Mrs. Anu Aggarwal
DIN	06911743
Date of Birth	September 22, 1983
Age	35 Years
Category of the Director	Independent Director (Non-Executive)
Educational Qualifications	Bachelor of Arts (BA) in 2003 from Chaudhary Charan Singh University, Meerut (Uttar Pradesh)
Experience	More than 5 years
Expertise in specific functional areas	Mrs. Aggarwal has good experience in Marketing and Research, good communication skill, interpersonal skills and sound business knowledge etc.
Date of Appointment on the Board	August 13, 2018
Terms and conditions of appointment	<ul style="list-style-type: none">Pursuant to Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, her candidature is proposed to be regularized as Director (Independent) in the ensuing General Meeting.Her tenure will be for Five Years and not liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration proposed to be given	Nil
Number of shares held in the Company as on March 31, 2018	Nil
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Sonal Mercantile Limited	Nil (As on September 03, 2018)
Relationship between Directors inter se	No
Number of meetings of the Board attended during the financial year 2017-18 (Out of total 11 Board Meetings held)	Nil



SONAL MERCANTILE LIMITED

CIN: L51221DL1985PLC022433

Regd. Office: 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085
E mail- sonalmercantile@yahoo.in; Website: www.sonalmercantile.in ; Tel: 011-49091417

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
joint shareholders may obtain Additional Slip at the venue of the Meeting

DP Id* _____ Folio No. _____
Client Id* _____ No. of Share _____
Name and Address of the Member _____
Name and Address the of Proxy _____

I hereby record my presence at the **Thirty Third Annual General Meeting** of the members of the Company held on **Saturday, September 29, 2018 at 09:00 A.M.** at **372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085.**

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form. Signature of Shareholder / Proxy

TEAR HERE

SONAL MERCANTILE LIMITED

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FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail id:
Folio No./ Client ID NO*: DP ID NO*:
I/We, being the member(s) holding.....Shares of the above named company, hereby appoint:

1. Name: E mail ID:
Address:
Signature:or failing him
2. Name: E mail ID:
Address:
Signature:or failing him
3. Name: E mail ID:
Address:
Signature:or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty Third Annual General Meeting** of the members of the Company to be held on **Saturday, September 29, 2018 at 09:00 A.M.** at **372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
ORDINARY BUSINESS	
1	Adoption of Audited Financial Statement for Financial Year 2017-2018
2	Re-Appointment of Director liable to retire by rotation.
3	Re-appointment of Statutory Auditors
SPECIAL BUSINESS	
4	Regularization of Mr. Naresh Poddar as Director (Independent) of the Company
5	Regularization of Mrs. Anu Aggarwal as Director (Independent) of the Company

Signed this.....day of.....2018

Signature of Shareholder.....

Affix
Revenue
Stamp

Signature of Shareholder.....Signature of Proxy Holder.....

* Applicable for investors holding shares in electronic form.

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085 not less than 48 hours before the Commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

AGM VENUE ROUTE MAP

