



SONAL MERCANTILE LIMITED

NON BANKING FINANCE COMPANY - NOT ACCEPTING PUBLIC DEPOSITS

CIN: L51221DL1985PLC022433; Email id: sonalmercantile.yahoo.in

REGD. OFFICE: - 105/33, VARDHMAN GOLDEN PLAZA

ROAD NO. 44, PITAMPURA, DELHI-110034

Website: www.sonalmercantile.in



**32ND ANNUAL GENERAL
MEETING NOTICE**

NOTICE

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 28th September, 2017 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 Audited Financial Statement of the Company for the year ended 31st March, 2017 along with the reports of the Board of Directors and the Auditors thereon.

2. 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.

3. Ratification of Appointment of Auditors

To ratify the appointment of 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s V.N. Purohit & Co., Chartered Accountants, New Delhi (Firm's Registration No. 304040E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in year 2018 to examine and audit the accounts of the Company for the Financial Year 2017-18 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Statutory Auditors."

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

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

**Deepika Rathore
Company Secretary &
Compliance Officer
M.No. A34331**

**Date: 11th August, 2017
Place: New Delhi**

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. 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 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. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting.**
- C. Corporate Members:** Pursuant to Section 113 of the Act, 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.
- D. 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 or on email Id 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.

- E.** Members are requested to notify any change in their address 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- 110020. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.
- F. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
- G. CUT OFF DATE:**
- This Notice is being sent to all the members whose name appears as on Friday, 25th August, 2017 in the register of members or beneficial owners as received from Skyline.
 - A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, 21st September, 2017 (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.
- H.** 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.
- I.** 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.
- J.** 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.
- K.** 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.
- 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 11:00 A.M. to 1:00 P.M. up to the date of AGM.
- M. Communication to Members**
- Dispatch of Annual Report:** The Annual Report 2016-17 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 2016-17 are being sent by the permitted mode.
 - Members may also note that the Notice of the 32nd AGM and the Annual Report 2016-17 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
 - 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 AGM.
 - 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 AGM.
 - 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.

N. 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.

O. 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. The remote e-voting period commences on Monday, 25th September, 2017 (9:00 am) and ends on Wednesday, 27th September, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

- (i) Open email and open PDF file viz; “sonalmercantile e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Sonal Mercantile Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ajajcs06@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- EVEN (Remote e-voting Event Number)**
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 21st September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 21st September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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.
- XIII. Mr. Ajai Kumar, Practising Company Secretary, Proprietor of M/s Ajai Kumar & Associates, Company Secretaries, New Delhi (Membership Number: 21637, COP Number: 8140) for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the 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 and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sonalmmercantile.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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	01/06/1976
Age	41 Years
Category of the Director	Non Executive - Non Independent Director
Educational Qualifications	B.Com and FCA [(Fellow Member of the Institute of Chartered Accountants of India (ICAI)].
Experience	Over 12 Years
Expertise in specific functional areas	Finance, Project Financing, Share Market Research, Bonds Market, Taxation, Audits and also deals in matters relating to RBI. He brings with him a vast knowledge of accounts, audit, taxation and handles day to day affairs of the Company
Date of Appointment on the Board	03/12/2009
Terms and conditions of appointment	<ol 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 31 st March, 2017	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 2016-17 (Out of total 12 Board Meetings held)	11

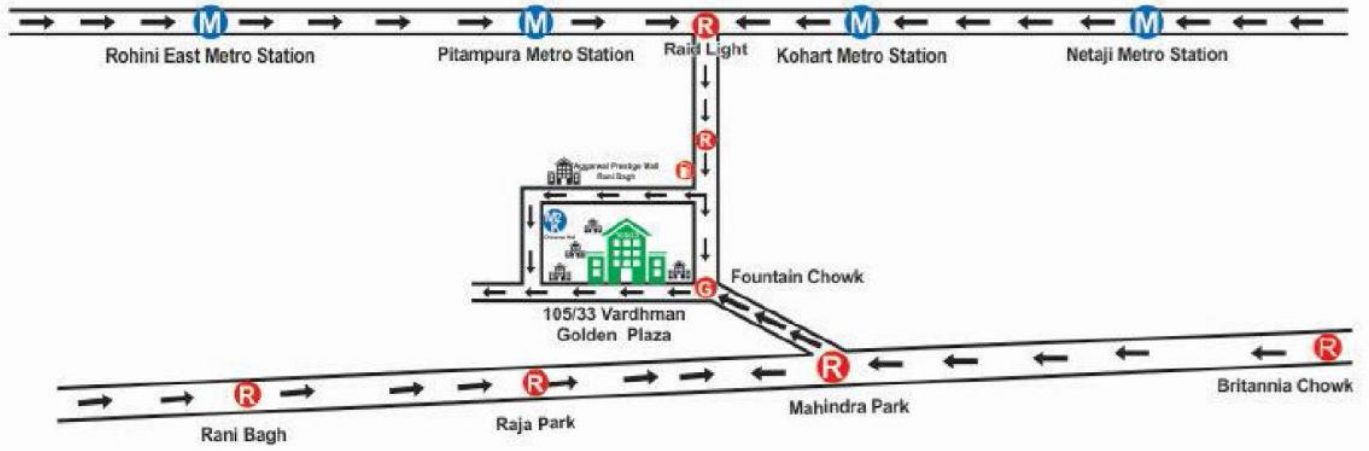
Registered Office:
105/33, Vardhman Golden
Road No. 44, Pitampura,
Delhi - 110034

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

Date: 11th August, 2017
Place: New Delhi

Deepika Rathore
Company Secretary &
Compliance Officer
M.No. A34331

AGM VENUE ROUTE MAP



SONAL MERCANTILE LIMITED
CIN: L51221DL1985PLC022433
Regd. Off.: 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034
E mail- sonalmercantile@yahoo.in; Website: www.sonalmercantile.com; Tel: +91-11-65656577

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 **32nd Annual General Meeting** of the members of the Company held on **Thursday, the 28th September, 2017 at 10:00 a.m.** at 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034.

Signature of Shareholder / Proxy

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

TEAR HERE

SONAL MERCANTILE LIMITED
CIN: L51221DL1985PLC022433
Regd. Off.: 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034
E mail- sonalmercantile@yahoo.in Website: www.sonalmercantile.com; Tel: +91-11-65656577

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 **32nd Annual General Meeting** of the members of the Company to be held on **Thursday, the 28th September, 2017 at 10:00 a.m.** at 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034 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 2016-17
2	Re-Appointment of Director liable to retire by rotation.
3	Ratification of Appointment of Auditors

Signed this.....day of.....2017 Signature of Shareholder.....

Affix
 Revenue
 Stamp

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

* Applicable for investors holding shares in electronic form.

NOTES:

- This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at 105/33, Vardhman Golden Plaza, Road No. 44, Pitampura, Delhi - 110034 not less than 48 hours before the Commencement of the Meeting.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.