

# Mefcom Capital Markets Ltd.

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Phone: +91(11) 46500500 Fax: +91(11) 4650 0550  
e-mail : info@mefcom.in website: www.mefcom.in  
CIN : L74899DL1985PLC019749

Date: 11 October, 2022

The Corporate Relationship Dept.  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

Security Code: 531176

Dear Sir,

**Sub: Notice for holding Extra-Ordinary General Meeting (EGM) on 4<sup>th</sup> November 2022**

We enclose herewith copy of Notice of Extra-Ordinary General Meeting scheduled to be held at E-15, Ansal Villas, village Satbari, New Delhi-110030 on Fri day, 4<sup>th</sup> day of November,2022 at 4.30 pm.

Thanking you,

For Mefcom Capital Markets Limited

Debashis Mohanty  
CFO



## **MEFCOM CAPITAL MARKETS LIMITED**

Registered office: Flat No.18, 5th Floor, 77, Sanchi Building, Nehru Place, New Delhi-110019  
(CIN: L74899DL1985PLC019749)  
Tel:91-011-46500500 E-mail: [invest@mefcom.in](mailto:invest@mefcom.in)

### **NOTICE**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of **MEFCOM CAPITAL MARKETS LIMITED** will be held as under:-

DAY: Friday

DATE: 4th November, 2022

TIME: 4:30 P.M.

PLACE: E-15, Ansal Villas, Satbari, New Delhi-110030

to transact The following business:-

#### **ORDINARY BUSINESS:**

- 1. To approve Sub- division/ Split of 1 (One) Equity Share of the Company having face value of ₹ 10/- each fully paid up into 5 (Five) Equity Shares of ₹ 2/- each fully paid up and consequent alteration of capital clause of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [(including any statutory modification(s) or re-enactment thereof, for the time being in force)] and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory and regulatory authority(ies), the consent of the Members of the Company be and is hereby accorded for sub-division/ Split of existing equity shares of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 5 (five) equity shares having a face value of ₹ 2/- (Rupees Two Only) each fully paid up;

**RESOLVED FURTHER THAT** pursuant to the subdivision/ split of equity shares of the Company with effect from the record date, each equity share of the Company having a face value of ₹ 10/- (Rupees Ten Only) in the Authorized, issued, subscribed and paid up equity share capital shall stand sub-divided into 5 (Five) equity shares of a face value of ₹ 2/- (Rupees Two Only) each fully paid up;

**RESOLVED FURTHER THAT** upon the sub-division/ split of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of ₹ 10/- each shall be deemed to have been automatically cancelled and to be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division/split;

**RESOLVED FURTHER THAT** pursuant to the Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, [(including any statutory modification(s) or re-enactment thereof, for the time being in force)], subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the consent of the Members of the Company be and is hereby accorded for

alteration of the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital by substituting with the following clause: V. 'The Authorised Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each with the power to increase or reduce its capital for the time being and to consolidate, divide or sub-divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Act and Articles of Association of the Company and issue shares of higher or lower denominations;

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision/split of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Subdivision of shares including execution and filing of all the relevant documents with the Stock Exchange(s), Ministry of Corporate Affairs, Reserve Bank of India and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.'

**By Order of the Board of Directors for  
Mefcom Capital Markets Limited**

**Vijay Mehta**

**Chairman**

**DIN: 00057151**

**Place : New Delhi**

**Date : 10/10/2022**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, IF ANY, INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**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 (10%) 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 MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

**THE PROXY FORM DULY COMPLETED AND SIGNED MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE EGM. BLANK ATTENDANCE SLIP, PROXY FORM AND ROUTE MAP OF THE VENUE OF MEETING IS ATTACHED AND ALSO AVAILABLE ON THE COMPANY'S WEBSITE I.E. [www.mefcom.in](http://www.mefcom.in)**

The Board of Directors recommends resolution set out at item no.1 for your consideration and approval.

1. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, October 28, 2022 to Thursday, November 03, 2022 (both days inclusive).
2. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions or any other shares related matter and / or change in address or bank account to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
3. Corporate Members are requested to send/attach duly certified copy of Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the EGM, along with the Proxy Form / Attendance Slip.
2. **In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the EGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the EGM has been uploaded on the website of the Company at <https://www.mefcom.in> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**
3. **SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company / R&TA for registration of transfer and for securities market transactions and off- market /private transactions involving transfer of shares in physical form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN card for every transfer request to the Company/ R&TA.**
4. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the R&TA of the Company in Form no.SH-13 as prescribed in the Companies (Share Capital and Debentures) Rules, 2014. Blank Nomination form is available at the Registered Office of the Company. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).
6. Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries at the Registered Office of the company at least ten days prior to the date of the Extra Ordinary General Meeting, so that the information required can be made available at the time of EGM.
7. The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses besides sending the same in physical form. Accordingly, the Company proposes to send the Notice in electronic form to the shareholders whose e-mail IDs are registered with the Company / R&TA. Please note that as a Member of the Company, you are entitled to receive above mentioned and all other documents required under law, free of cost, in physical form on receipt of your request in this regard.

**However, in line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the EGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the EGM has been uploaded on the website of the Company at <https://www.mefcom.in> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

**Members who have not registered their e-mail address so far, are requested to register their e-mail address with the R&TA of the Company / Depository Participant (DP) of respective member and take part in the 'Think Green Go Green' initiative of the Company.**

8. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of EGM of the company at the venue of the Meeting.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to enable the Shareholders to exercise their right to vote through electronic means in respect of business to be transacted in the EGM. Those Shareholders, who do not opt to cast their vote through e-voting, may cast their vote through ballot paper at the EGM.

Members whose e-mail IDs are registered with the Company / R&TA will receive an e-mail from R&TA informing user ID and Password. All members are requested to read the following instructions and other information carefully before casting their vote electronically:

#### **How do I vote electronically using NSDL e-Voting system?**

*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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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 to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 is given below:**

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

- 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.
- 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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 [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- The e-voting period commences on November 01, 2022 (09.00 A.M.) and ends on November 03, 2022 (5.00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 28, 2022, 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, the member shall not be allowed to change it subsequently.
- The voting rights of Members shall be as per the number of equity share held by members as on the cut-off date of October 28, 2022.
- Mr. Pawan Kumar Mishra, Practicing Company Secretary (Proprietor of P. K. Mishra & Associates, Company Secretaries (Membership No.FCS-4305 and COP no.16222) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Extra Ordinary General Meeting in a fair

and transparent manner.

13. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary 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 Extra Ordinary General Meeting, a consolidated Scrutinizer 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 results of the voting forthwith.

14. The results shall be declared by the Chairman or the person authorized by him in writing not later than three days of conclusion of EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.mefcom.in](http://www.mefcom.in)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the result is declared by the Chairman. Members may also note that the Notice of the EGM will be available on the website of the Company and NSDL.

Any person who acquires shares of the Company and becomes members of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. October 28, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the company.

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 forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at NSDL at the following Toll free no.: 1800-222-990.

In case of any grievance connected with the facility for voting by electronic means, members can directly Mis. Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. E-mail Id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavim@nsdl.co.in](mailto:pallavim@nsdl.co.in), 022- 24994545. Members may also write the Company at the Email Id: [invest@mefcom.in](mailto:invest@mefcom.in)

15. Electronic copy of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail Ids are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.

16. The notice of EGM will also be displayed on the website ([www.mefcom.in](http://www.mefcom.in)) of the Company.
17. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concern Depository participants and holding should be verified.
19. Information under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 on General Meetings in respect of the Director seeking re-appointment at EGM, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his/her re-appointment and his brief profile forms part of the notice.
20. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Registered Office, or at our Email Id: [invest@mefcom.in](mailto:invest@mefcom.in). This will help us in prompt sending of notices, annual report and other shareholders communications in electronic form.
21. The route map of the venue for the EGM is attached with Annual Report 2021-22 available on the website of the Company
22. As per Section 118(10) of the Companies Act, 2013, read with the Secretarial Standard 2 on General meetings issued by the Institute of Company Secretaries of India, **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the Meeting"**.

**By Order of the Board of Directors for  
Mefcom Capital Markets Limited**

**Vijay Mehta**

**Place : New Delhi  
Date : 10/10/2022**

**Chairman  
DIN: 00057151**