



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF MEFCOM CAPITAL MARKETS LIMITED WILL BE HELD AT E-15, ANSAL VILLAS, SATBARI, NEW DELHI-110030 ON WEDNESDAY, 10TH AUGUST, 2016 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including audited Balance Sheet and the Statement of Profit and Loss for the financial year ended on 31st March, 2016.
2. To appoint a Director in place of Mrs. Nisha Ashwani Kumar (DIN 01089668), who retires by rotation and being eligible offers herself for re-appointment.
3. To Consider and if thought fit, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. V. K. Dhingra & Co., Chartered Accountants (FRN 000250N) as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors.”

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

Place: New Delhi

Vijay Mehta

Date: 30.05.2016

Managing Director

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 6th August, 2016 to Wednesday, 10th August, 2016 (both days inclusive) for annual closing.
2. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS 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.**

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. To prevent fraudulent transactions, members are advised to exercise due-diligence and notify the Company of any change in address 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 holdings should be obtained from the concerned Depository Participants and holdings should be verified.

5. 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 can submit their PAN details to the Company.
6. Details under SEBI (Listing obligations & Disclosure Requirements) Regulation, 2015 with the Stock Exchange in respect of the Directors Seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Annual Report for 2016 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 31st Annual General Meeting 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 email IDs are registered with the company/ Depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 -16 are being sent by the modes permitted under Companies Act, 2013. The Annual Report is also available on the Company's website www.mefcom.in.
9. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours from 11:00 A.m. to 1:00 P.M. on working days except Second Saturdays and Sundays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
10. The route map of the venue of the meeting is given in the Notice.
11. **Voting through electronic means**
 - I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting(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 polling 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 Sunday, 7th August, 2016 (9:00 am) and will end on Tuesday, 9th August, 2016 (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 of 3rd August, 2016 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 e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open e-mail and open PDF file viz. "Mefcom capital Markets 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 URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder –Login
 - iv. If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote.
 - v. If you are Logging for the first time, please enter the USER ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The password change menu appears on your screen. Change the password 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 to take utmost care to keep your password confidential.
 - vii. Once the e-Voting Home page opens, click on remote e-Voting: Active Voting Cycles.
 - viii. Select Electronic Voting Event Number ("EVEN") of Mefcom Capital Markets Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.
 - ix. Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
 - x. Upon Confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the votes on the resolution are cast, the Shareholder shall not be allowed to change the same subsequently.
 - xii. Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter/ Power of Attorney etc. together with the attested

specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at pkmishra59@yahoo.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 Participant(s) or requesting physical copy]:
 - i) Initial password, USER ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Attendance Slip for the AGM:
 - ii) Please follow all the steps from Sl. No. (ii) to Sl.No. (xii) Above, to cast your vote.
- VI. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
- VII. You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).
- VIII. If you are already registered with NSDL for e-Voting, you can use your existing User ID and password/PIN for casting your vote.
- 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 3rd August, 2016.
- X. Any person, who acquires shares of the company and become member of the company after dispatch of the notice of the AGM and holding shares as of the cutoff date i.e 3rd August, 2016 may obtain the login id and password by sending a request at evoting@nsdl.co.in or Issuer/RTA

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 e-voting but shall not be allowed vote against 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 cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. P. K. Mishra, Practising Company Secretary (Membership no. 16222), Proprietor of M/s. P. K. Mishra & Associates, Company Secretaries has been appointed as the scrutinizer 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 polling 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 AGM, will first count the votes at the meeting, thereafter unblock the votes cast through the remote e-voting in the presence of at least two



witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizers 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 result declared along with the report of the scrutinizer shall be placed on the web site of the Company www.mefcom.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 result shall also be immediately forwarded to the BSE limited, Mumbai.

XVII. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during the normal business hours on all working days except Second Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

XVIII. This notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.

XIX. Brief profile of Directors being Appointed/Re-appointed

Name	Mrs. Nisha Ashwani Kumar
DIN	01089668
Date of Appointment	30.03.2015
Qualification	Graduate with Economics
Expertise	More than 8 years of experience in financial services.
Other Directorship	Mascot Insulators Pvt. Ltd.
Shareholding in Company	NIL
Relationship with any Director(s)	She is related to Managing Director of the Company

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

Date: 30.05.2016
Place: New Delhi

Vijay Mehta
Managing Director