

## MEFCOM CAPITAL MARKETS LIMITED

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

### NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of **MEFCOM CAPITAL MARKETS LIMITED** will be held as under:-

DAY: Friday

DATE: September 1, 2017

TIME: 10.00AM

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

to transact the following business:-

#### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Financial Statements of the Company including audited Balance Sheet and Statement of Profit and Loss Account for the Financial Year ended on 31<sup>st</sup> March, 2017, the reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017.
- 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.
- To appoint Auditors and their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s Doogar & Associates, Chartered Accountants, Firm Registration No.000561N) be appointed as Statutory Auditors of the Company for a period of 5 (five) years for auditing the accounts of the Company from the Financial Year 2017-18 to Financial Year 2021-22, in place of retiring auditors M/s V. K. Dhingra & Co., Chartered Accountants, (FRN 000250N), to hold office from the conclusion of this 32<sup>nd</sup> Annual General Meeting (AGM) until the conclusion of 36<sup>th</sup> Annual General Meeting at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

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

Vijay Mehta

Managing Director  
(DIN: 00057151)

Place : New Delhi  
Date : 02.08.2017

#### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 AGM. 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**

- The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, August 28, 2017 to Friday, September 1, 2017 (both days inclusive).**
- Since here is no Special Business to be conducted at this AGM, accordingly, there is no need to annex the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 to the Notice of AGM.
- 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.
- 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 AGM, along with the Proxy Form / Attendance Slip.
- Members are requested to:**
  - Note that copies of Annual Report will not be distributed at the AGM and they will have to bring their copies of Annual Report;**
  - Bring the Attendance Slip at the venue duly filled and signed for attending the meeting, as entry to the AGM Hall will be strictly on the basis of the Entry Slip, which will be available at the counters at the meeting venue in exchange of the Attendance Slip.**
  - Quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;**
  - Note that no gifts / coupons will be distributed at the AGM.**
- 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.**
- 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.
- 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.S -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).

9. 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 Annual General Meeting, so that the information required can be made available at the time of AGM.
10. 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 all documents viz. Notice, Audited Financial Statements, Board's Report and Auditors' Report etc 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.

**Members who have not registered their email address so far, are requested to register their email 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.**

11. 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 AGM of the company at the venue of the Meeting.
12. 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 AGM. Those Shareholders, who do not opt to cast their vote through e-voting, may cast their vote through ballot paper at the AGM.

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:

- A. In case of members' receiving an e-mail from NSDL;
  - (i) Open E-mail and PDF file viz. "ALT e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
  - (ii) Log on to e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (iii) Click on "Shareholders" Login.
  - (iv) Put user id and password as initial password in step (i) above, Click Login.
  - (v) Password change menu appears. 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 take utmost care to keep your password confidential.
  - (vi) Home page of e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Mefcom Capital Markets Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.

- (i) Cast your vote by selecting appropriate option and click on "Submit: and also click "Confirm" when prompted.

- ( ) Institutional Members (i.e. other than individuals, F, NRI etc are required to send scanned copy (PDF/ PG 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 [invest@mefcom.in](mailto:invest@mefcom.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(B) In case of members receiving physical copy of the Notice of AGM and attendance slip:

- i. Initial password is provided below the attendance slip.
- ii. Please follow all steps from Sl. No. (ii) to ( ) above, to cast vote.

13. If you are already registered with NSDL for e-voting then you can use your e voting user id and password for casting your vote.
14. The e-voting period commences on August 29, 2017 (10A.M.) and ends on August 31, 2017 (5P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 1, 2017, 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.
15. The voting rights of Members shall be as per the number of equity share held by members as on the cut-off date of August 25, 2017.
16. 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 Annual General Meeting) in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the Annual 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 Annual 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.
18. The results shall be declared by the Chairman or the person authorized by him in writing not later than three days of conclusion of AGM 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 32<sup>nd</sup> AGM and the Annual Report 2017, 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. August 25, 2017, 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 e voting user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot 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 Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel,

Mumbai-400 013. E-mail Id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) Toll free no.:1800-222-990. Members may also write the Company at the Email Id: [invest@mefcom.in](mailto:invest@mefcom.in)

19. Electronic copy of the Annual Report and Notice of the 32<sup>nd</sup> AGM 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, physical copies of the Annual Report and Notice of the 32<sup>nd</sup> AGM 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.
20. The notice of AGM and the copies of Audited Financial Statements, Board's Report and Auditor's Report etc. will also be displayed on the website ([www.mefcom.in](http://www.mefcom.in)) of the Company.
21. 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.
22. 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 concerned Depository Participants and holdings should be verified.
23. 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 AGM, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his/her re-appointment and her brief profile forms part of the notice.
24. 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.
25. The route map of the venue for the AGM is attached herewith and also available on the website of the Company
26. 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"**.

**DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:**

**Item No.2**

Mrs. Nisha Ashwani Kumar, aged 67 years, has been on Board w.e.f. 30.03.2015. She is having a degree in Graduate with Economics. She has more than 8 years of experience.

Name	Mrs. Nisha Ashwani Kumar
DIN	01089668
Date of Appointment	30.03.2015
Qualification	Graduate with Economics
Experience	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

She has attended one Board Meeting during F.Y.2017.

She does not have inter-se relationship with any other Director of the Company except Mr. Vijay Mehta, Managing Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Nisha Ashwani Kumar & Vijay Mehta is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.2 for your consideration and approval.

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

**Place :** New Delhi  
**Date :** 02.08.2017

**Vijay Mehta**  
Managing Director  
(DIN: 00057151)