

**GAURAV
MERCANTILES
LIMITED**

Annual Report
Financial year 2018-19

GAURAV MERCANTILES LIMITED

Annual Report 2018-19

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CORPORATE INFORMATION

GAURAV MERCANTILES LIMITED

CIN: L74110MH1985PLC176592

ISIN: INE641R01017

BSE SCRIP CODE: 539515

REGISTERED OFFICE

3rd Floor, Tower 2B, One Indiabulls Centre
Senapati Bapat Marg, Lower Parel (W)
Mumbai: 400 013
India

CORPORATE OFFICE

403, Prabhat Kiran, 17, Rajendra Place
New Delhi- 110 008
India

BOARD OF DIRECTORS

Mr. Raghav Bahl: Chief Executive officer and Whole Time Director
Ms. Ritu Kapur: Non-Executive Director
Mr. Mohan Lal Jain: Non-Executive Director
Mr. Parshotam Dass Agarwal: Independent Director
Mr. Sanjeev Krishana Sharma: Independent Director

CHIEF FINANCIAL OFFICER

Mr. Pratosh Mittal

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Anukrati Agarwal

STATUTORY AUDITOR

M/s. G.P. Agrawal & Co.

Chartered Accountants
245, Kuber Complex, New Link Road
Andheri(W), Mumbai: 400 053
India

PRACTICING COMPANY SECRETARY

Janmejay Singh Rajput & Associates

Company Secretaries
38, Second Floor, Sant Nagar, East of Kailash
New Delhi: 110 065
India

BANKERS

Oriental Bank of Commerce
Kotak Mahindra Bank
RBL Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

505, A Wing, Dattani Plaza
Andheri Kurla Road
Safeed Pool, Andheri East
Mumbai: 400 072
India

LISTING OF EQUITY SHARES

BSE Limited

Phiroze Jeejeebhoy, Dalal Street
Mumbai: 400 001
India

BOARD OF DIRECTORS

MR. RAGHAV BAHL

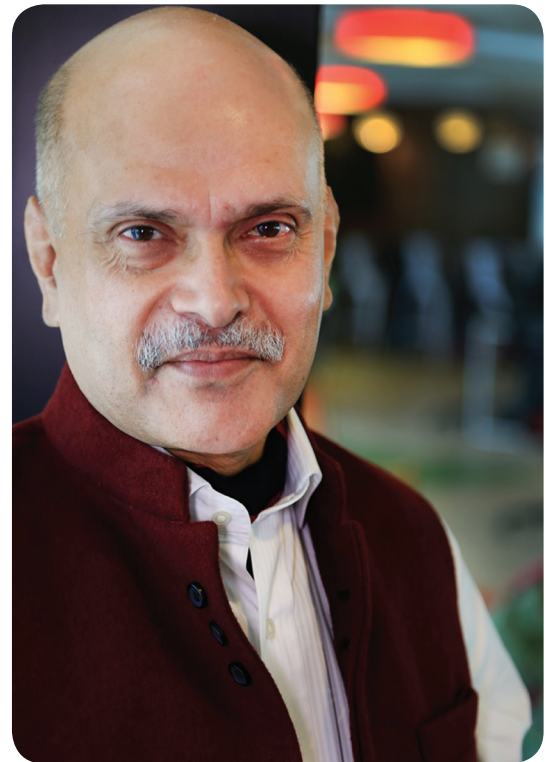
Chief Executive Officer And Whole Time Director

Raghav is a journalist, entrepreneur, media baron and one of the most respected business leaders of India. He founded and built a highly diversified media company, Network 18, which has news operations at its core, and layered with a rich assortment of entertainment and film properties. Raghav exited Network 18 Group in 2014 to focus on his dream of digital content creation and distribution by founding the 'The Quint', a mobile first digital news platform, in 2014 itself.

Raghav began his media journey while still in college. As a student at St. Stephens College, his passion for news compelled him to create TV programmes and moderate debates for the state-owned network. Not seeing much opportunity for journalists in India then, he decided to pursue an MBA from the University of Delhi and work as a management consultant for AF Ferguson and American Express Bank.

Raghav has been felicitated at various national and international forums. In 1994, the World Economic Forum called him a Global Leader of Tomorrow and he won India's Sanskriti Award for Journalism. Ernst & Young named Raghav the Entrepreneur of the Year for Business Transformation in 2007. And in 2011, he won the All India Management Association's Media Person of the Year award, as well as the Bombay Management Association's prize for Entrepreneur of the Year. He was also bestowed an honorary degree from Amity University in Uttar Pradesh.

Raghav is also an author & editor on Economic Policy & Global Affairs and has authored three books regarding the global economy viz. Superpower? The Amazing Race Between China's Hare and India's Tortoise, SuperEconomies: America, India, China and the Future of the World and Super Century.





MS. RITU KAPUR

Non-Executive Director

Ritu is the co-founder and the Chief Executive Officer of 'The Quint' and the Board Member at Oxford University's prestigious Reuters Institute of Journalism. Ritu is also a Board Member of the World Editorial Forum at WAN-IFRA (World Association of Newspapers and News Publishers). Ritu joined Network 18 as a founder member in 1992. She started with producing 'The India Show', the country's first local production on a satellite channel, Star plus. She headed Programming at History Channel, was Features Editor at 'CNN IBN', where she launched the popular CJ (Citizen Journalist) Show, among others. She has also conceived and produced Bhanwar, a docu-drama based on real-life incidents. Her shows ran to popular and critical acclaim and went on to win several awards.

At The Quint, Ritu is focused on scaling the innovative digital media venture, offering a combination of high-value digital journalism and storytelling. An activist of sorts in her college days (St. Stephen's College), Ritu's interest in media for social change was whetted when she did her masters in Film and TV production at the Mass Communication Research Centre (MCRC) at Jamia University in New Delhi.

MR. MOHAN LAL JAIN

Chairman And Non-Executive Director

Mohan is the Chairman of the Board of Gaurav Mercantiles Limited. Mohan is a Chartered Accountant by profession and holds a Bachelor's degree in Commerce (Honors) from University of Delhi.

Mohan has a wide range of experience in advisory and compliance for various clients in Media & Entertainment, Trading, Solar and Real Estate sectors over the last 30+ years.





MR. PARSHOTAM DASS AGARWAL

Independent Director

Parshotam holds Bachelor's degree in Commerce from Ravishankar University, Raipur, Bachelor 's degree in Law (LL.B) from University of Delhi and Master 's degree in Business Administration from the Faculty of Management Studies, University of Delhi. He is also a Certified Director from the Institute of Directors.

Parshotam has a wide professional experience of 41+ years with the corporates which includes holding positions in Textiles Industry for 22 years particularly as President in Birla Group, Chief Executive Officer in Surya Roshni Limited for 7 years, President in Shree Krishna Paper Mills Ltd. for 9 years and as Executive Director in OP Jindal Group.

MR. SANJEEV KRISHANA SHARMA

Independent Director

Sanjeev is a Chartered Accountant by profession. In addition to being a member of the Institute of Chartered Accountants of India, Sanjeev is also a member of the Institute of Insurance Surveyors and Adjustors under the IRDAI. Sanjeev is the controlling partner of a 60 year old Chartered Accountant firm in Delhi. He has vast experience in advising in Indian and global clients on matters related to India entry strategy, restructuring, audits, valuation, loss assessors & adjustors, liquidation etc.



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting of the members of Gaurav Mercantiles Limited ("**the Company**") will be held on Friday, September 27, 2019 at Peninsula Grand Hotel, Saki Naka Metro Station, Andheri-Ghatkopar Road, Andheri East, Mumbai- 400 072 at 2:00 P.M, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. **Appointment of Statutory Auditors:-**

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint M/s ASDJ & Associates, Chartered Accountants (ICAI Firm Registration No. 033477N) as the Statutory Auditors of the Company in place of retiring auditors M/s G.P. Agrawal & Co., Chartered Accountants (ICAI Firm Registration No. 302082E), to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) thereof) be and is hereby authorized to fix remuneration of the Statutory Auditors based on recommendations from the Audit Committee during the tenure of the Statutory Auditors and to reimburse their travelling and out of pocket expenses."

SPECIAL BUSINESS:

3. **To appoint Mr. Parshotam Dass Agarwal as an Independent Director:-**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Articles of Association (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Parshotam Dass Agarwal (DIN 00063017), who was appointed as an Additional Director of the Company under Section 161(1) of the Act with effect from February 26, 2019 and holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from February 26, 2019.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mr. Sanjeev Krishana Sharma as an Independent Director:-

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Articles of Association (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sanjeev Krishana Sharma (DIN 00057601) who was appointed as an Additional Director of the Company under Section 161(1) of the Act with effect from February 26, 2019 and holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from February 26, 2019.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Mr. Mohan Lal Jain as Non-Executive Director:-

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mohan Lal Jain (DIN 00063240), who was appointed as an Additional Director with effect from February 26, 2019 and holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Ms. Ritu Kapur as Non-Executive Director:-

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Ritu Kapur (DIN 00015423), who was appointed as an Additional Director with effect from January 8, 2019 and holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Ms. Ritu Kapur proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To regularize the appointment of Mr. Raghav Bahl as Whole Time Director:-

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 149, 152, 196(4), 203 and other applicable provisions of the Companies Act, 2013 (**“the Act”**), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Articles of Association and the recommendation from the Nomination and Remuneration Policy of the Company, the Members of the Company hereby ratify and approve the appointment of Mr. Raghav Bahl (DIN:00015280), who was appointed as an Additional Director with effect from January 8, 2019 and as a Whole Time Director through a resolution of the Board of Directors dated April 19, 2019 and holds office up to the date of this Annual General Meeting of the Company, as a Whole Time Director, liable to retire by rotation, with effect from April 19, 2019 for a period not exceeding 5 (five) years commencing from April 19, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Raghav Bahl (DIN:00015280), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby also accorded that in case of losses incurred by the Company during the above mentioned term of office, Mr. Raghav Bahl shall be paid the remuneration not exceeding the minimum remuneration in accordance with the provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Approval of charges for service of documents on the members:-

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 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post or by speed post or by courier services or by electronic mode, or by any other modes as may be prescribed, the consent of the members be and is hereby accorded to charge from the member(s) such charges in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by such member for delivery of such documents to him/her, through a particular mode of service mentioned above provided that such request along with requisite fee has been duly received by the Company at least 7 working days in advance of the dispatch of documents by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

Registered Office:

3rd Floor, Tower 2B,
One Indiabulls Centre,
Senapati Bapat Marg, Lower Parel (W)
Mumbai- 400013

By order of the Board of Directors
For Gaurav Mercantiles Limited

Anukrati Agarwal
Company Secretary
M No: 57098

Place: Delhi

Date: July 17, 2019

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2. 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.**
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the special business set out in the Notice is annexed.
4. Pursuant to the provision of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from September 21, 2019 to September 27, 2019 (both days inclusive) in connection with the Annual General Meeting ("AGM").
5. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their board resolution authorising their representatives to attend and vote at the AGM.
6. In furtherance of the Go Green Initiative of the government, Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email address or who have requested for physical copy of the Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report, physical copies of the same are being sent through permitted mode.
7. Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at cs@gmlmumbai.com The Annual Report for 2018-19 and the Notice of the 34th AGM along with admission slip and proxy form will also be available on the Company's website www.gmlmumbai.com
8. Members, Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
9. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Companies Act 2013, are open for inspection at the registered office of the Company on any working day, between 11 A.M. and 1 P.M. up to the date of AGM.
10. The Company is providing facility for voting by electronic means and the business may be transacted through such voting.

Instructions and other information relating to e-voting are as under:

- Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called "the Rule" for the purpose of this Section and of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on September 27, 2019 at 2:00 P.M. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide the e-voting facility.

- ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 27, 2019.
- iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, September 23, 2019 at 9:00 A.M	Thursday, September 26, 2019 at 5:00 P.M

at the end of Remote e-voting period, the facility shall forthwith be blocked.

Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends a Member may participate in the Annual General Meeting even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again.

- iv. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- v. Click on the "shareholders" tab.
- vi. Now select the Company name from the drop down menu and click on "SUBMIT"
- vii. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xxi. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xxii. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 19, 2019 may follow the same instructions as mentioned above for e-voting.
- xxiii. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date i.e. September 19, 2019 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

xxiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com OR

Mr. Subhash Dhingreja, M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072 India through Email at subhashdhingreja@skylinerta.com or on Telephone No. 022 2851 1022

Members may also write to the Company Secretary of the Company at the address: cs@gmlmumbai.com or contact at Telephone No. 020 45404000

xxv. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2019 has not casted their vote electronically, only shall be entitled to cast their vote at the Annual General Meeting through ballot paper.

xxvi. The Company has appointed Mr. Sanjay Grover, Managing Partner failing any other partner of M/s Sanjay Grover & Associates, Practicing Company Secretary (Membership No.: 3850) as Scrutinizer to scrutinize the voting (at AGM venue) and e-voting process in a fair and transparent manner.

xxvii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated scrutinizer’s report of the total votes casted in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.gmlmumbai.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned stock exchanges.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No: 2

The Members of the Company at 29th Annual General Meeting (“AGM”) held on September 30, 2014 approved the appointment of M/s G.P. Agrawal & Co., as the Auditors of the Company for a period of five years from the conclusion of the said AGM.

M/s G.P. Agrawal & Co, Chartered Accountants will complete their term on conclusion of this AGM, the remuneration of M/s G.P. Agrawal & Co., Chartered Accountants for conducting the audit for the Financial Year 2018-19, as approved by the Members, is ₹ 75,000 plus applicable taxes including reimbursement of out of pocket expenses incurred to audit the accounts of the Company.

The Board of Directors of the Company (“**the Board**”) on the recommendation of the Audit Committee (“**the Committee**”) recommended for the approval of the Members the appointment of M/s ASDJ & Associates, Chartered Accountants, Delhi (Registration No. 033477N), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 39th AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, technical knowledge

etc., and found , M/s ASDJ & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s ASDJ & Associates have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. The aggregate fee proposed to be paid would be around ₹ 3 Lakhs plus expenses and taxes, as applicable for the financial year 2019-20

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this as an Ordinary Resolution for your approval.

Item No: 3 & 4

In accordance with the provisions of Section 149 read with Schedule IV to Companies Act, 2013 ("the Act"), appointment of an Independent Director requires approval of members. The appointment of Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma shall be effective upon approval by the Members in the Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma as Additional Directors to be designated as Independent Director of the Company on February 26, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma shall hold office up to the date of the forthcoming Annual General Meeting and are eligible to be appointed as an Independent Director for a term up-to five years from initial appointment.

Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Directors and in this regard the Company has received form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 and form DIR-2 in terms of Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma.

The Company has also received declarations from Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma that they meet the criteria of Independence prescribed under Section 149(7) of the Act and Regulation 25(8) of Listing Regulations.

The Company has received necessary candidature notice under Section 160 of Act with respect to Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma, for appointment as Independent Directors of the Company.

Brief profile of Mr. Parshotam Dass Agarwal

Mr. Parshotam Dass Agarwal holds Bachelor's degree in Commerce from Ravishankar University, Raipur, Bachelor's degree in law (LL.B) from University of Delhi, Master's degree in business administration (MBA) from Faculty of Management Studies, University of Delhi and is Certified Director from Institute of Directors.

He has a wide professional experience of about 41 years with the corporates which includes holding position in Textiles Industry for 22 years as President in Birla Group, CEO in Surya Roshni Limited for 7 years, President in Shree Krishna Paper Mills Ltd. for 9 years and as Executive Director in OP Jindal Group.

Brief Profile of Mr. Sanjeev Krishana Sharma

Mr. Sanjeev Krishana Sharma is a Chartered Accountant in whole time practice.

He is a member of Institute of Chartered Accountants of India and Member of Institute of Insurance Surveyors and Adjustors under IRDAI. He is a controlling partner of a 60 year old Chartered Accountant firm in Delhi. He has been the Managing Partner of the Firm since 1997 and has been instrumental in partnering exceptional growth for the firm. His wide experience includes services of Mergers, Demergers & Amalgamations, Valuation, Loss Assessors & Adjustors, Liquidation.

In the opinion of the Board, Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma fulfill the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company.

As Mr. Parshotam Dass Agarwal has attained 72 (Seventy Two) years of age, his appointment for the period beyond March 31, 2021 requires approval from the shareholders through a Special Resolution in terms of Regulation 17(1A) of the Listing Regulations.

Mr. Parshotam Dass Agarwal is interested in the Special Resolution set out at Item No. 3 with respect to his appointment. The relative(s) of Mr. Parshotam Dass Agarwal may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Mr. Sanjeev Krishana Sharma is interested in the Ordinary Resolution set out at Item No. 4 with respect to his appointment. The relative(s) of Mr. Sanjeev Krishana Sharma may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice. The Board recommends this as Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

A copy of the draft letters for appointment of Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up-to the date of AGM and will also be available for inspection at the venue of the AGM.

Disclosures required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 are annexed to this Notice.

Item No: 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Mohan Lal Jain and Ms. Ritu Kapur as Additional Directors of the Company on February 26, 2019 and January 08, 2019 respectively. In accordance with the provisions of Section 161 of Companies Act, 2013 ("the Act"), Mr. Mohan Lal Jain and Ms. Ritu Kapur shall hold office up to the date of the forthcoming Annual General Meeting and are eligible to be appointed as Non- Executive Director on the Board, whose office is liable to retire by rotation.

In accordance with the provisions of Section 152 of the Act, appointment of Director requires approval of members. The appointment of Mr. Mohan Lal Jain and Ms Ritu Kapur shall be effective upon approval by the members at the ensuing Annual General Meeting.

Brief profile of Mr. Mohan Lal Jain

Mr. Mohan Lal Jain is a Chartered Accountant. He has a Bachelor's degree in Commerce (Honors) from University of Delhi and is a member of Institute of Chartered Accountants of India. He has a wide range of experience in advisory and compliance for various clients in Media & Entertainment, Trading, Solar and Real Estate sectors.

Brief profile of Ms. Ritu Kapur

Ms. Ritu Kapur is the co-founder and CEO of 'The Quint'. She has driven digital innovation at Quintillion Media from launching The Quint, to starting the innovation lab, to launching a health vertical — 'FIT' to driving the fight against misinformation with 'WebQoof'. Ms. Ritu Kapur is on the advisory board of Oxford University/s Reuters institute "Journalism World Editor's Forum at WAN IFRA and Future News Worldwide. In addition, Ms. Rita Kapur been recognized by Outlook Business as 'Woman of Worth 2017 - The Newsmaker' and is: " Fortune magazine's 'Most Powerful Business Women 2018'

The Company has received notices in writing under Section 160 of the Act proposing the candidature of Mr. Mohan Lal Jain and Ms. Ritu Kapur for the office of Director of the Company.

Mr. Mohan Lal Jain and Ms. Ritu Kapur are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and they have given their consent to act as a Directors, in this regard the Company has received form(s) DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 and form(s) DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 from Mr. Mohan Lal Jain and Ms. Ritu Kapur.

Mr. Mohan Lal Jain and Ms Ritu Kapur are interested in the Ordinary Resolution(s) set out at Item No. 5 & 6 with respect to his appointment. The relative(s) of Mr. Mohan Lal Jain and Ms. Ritu Kapur may be deemed to be interested in the said Ordinary Resolution(s) to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives except Mr. Raghav Bahl (Spouse of Ms. Ritu Kapur interested in the Ordinary Resolution Item No. 6) are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution(s) set out at Item No. 5 & 6 of the Notice.

The Board recommends this as an Ordinary Resolution(s) set out at Item No. 5 & 6 respectively of the notice for approval by the members

Disclosures required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed to this Notice.

Item No: 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Raghav Bahl as an Additional Director of the Company on January 8, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013 ("the Act"), Mr. Raghav Bahl shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed Director on the Board, whose office is liable to retire by rotation.

The Company has received a notice in writing from Mr. Raghav Bahl under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Brief profile of Mr. Raghav Bahl

Mr. Raghav Bahl is a journalist, entrepreneur, media baron and one of the most respected business leaders of India. He built a highly diversified media conglomerate viz, Network 18 Group, which has news operations at its core, and layered with a rich assortment of entertainment and film properties, He did his MBA from the University of Delhi and work as a management consultant for AF Ferguson and American Express Bank. Raghav has been felicitated at various national and international forums. In 1994, the World Economic Forum called him a 'Global Leader of Tomorrow' and he won India's 'Sanskriti Award' for Journalism. In 2011, he won the All India Management Association's 'Media Person of the Year' award, as well as the Bombay Management Association's prize for 'Entrepreneur of the Year'. He was also bestowed an honorary degree from Amity University in Uttar Pradesh.

Further, the Board at its meeting held on April 19, 2019 has, subject to the approval of members, appointed Mr. Raghav Bahl as Whole-time Director for a period of 5 (five) years w.e.f. April 19, 2019 on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the ratification of appointment of and remuneration payable to Mr. Raghav Bahl as Whole-time Director in terms of the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Raghav Bahl satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A brief profile of Mr. Raghav Bahl and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

Mr. Raghav Bahl is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director, in this regard the Company has received form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 and form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 from Mr. Raghav Bahl.

Mr. Raghav Bahl is interested in the Ordinary Resolution set out at Item No. 7 with respect to his appointment and accordingly, in terms of Regulation 23(4) and Regulation 23(7) of the Listing Regulations, Mr. Raghav Bahl and other related parties are

not allowed to vote to approve the said resolution. Further, the relative(s) of Mr. Raghav Bahl may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except Ms. Ritu Kapur (Spouse of Mr. Raghav Bahl), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Raghav Bahl are as under:

I. General information:

1. **Nature of industry-** Media and Entertainment
2. **Date or expected date of commencement of commercial production-** NA
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus -** NA

(Amount in ₹)

As per Audited Financials	
Particulars	Financial Year 2018-19
Paid up Capital	2,00,00,000
Reserves (Other Equity) excluding Revaluation	3,71,22,444
Reserves	-
Total Income	48,30,508
Total Expenses	34,87,198
Profit/(Loss) before Tax	13,43,310
Tax Expenses	2,19,487
Profit/(Loss) after Tax	11,23,823

5. **Foreign investments or collaborations, if any.-** Nil

II. Information about the appointee:

1. Background details

Mr. Raghav Bahl is a journalist, entrepreneur, media baron and one of the most respected business leaders of India. He built a highly diversified media conglomerate viz, Network 18 Group, which has news operations at its core, and layered with a rich assortment of entertainment and film properties He did his MBA from the University of Delhi and work as a management consultant for AF Ferguson and American Express Bank.

Raghav began his media journey while still in college. As a student at St. Stephens College, his passion for news compelled him to create TV programmes and moderate debates for the state-owned network. Not seeing much opportunity for journalists in India then, he decided to pursue an MBA from the University of Delhi and work as a management consultant for AF Ferguson and American Express Bank.

2. **Past remuneration-** NA

3. Recognition or awards

Raghav has been felicitated at various national and international forums. In 1994, the World Economic Forum called him a 'Global Leader of Tomorrow' and he won India's 'Sanskriti Award' for Journalism. In 2011, he won the All India Management Association's 'Media Person of the Year' award, as well as the Bombay Management Association's prize for 'Entrepreneur of the Year'. He was also bestowed an honorary degree from Amity University in Uttar Pradesh.

4. Job profile and his suitability

Raghav Bahl is being appointed as Whole Time Director of the Company for a period of 5 (five) years w.e.f April 19, 2019 on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

In 1993, Raghav launched his own television production company, shortly after the Indian government privatised the industry as part of its push for economic growth. Today, Network 18 is one of India's biggest media conglomerates, with nearly 35 TV channels, 13 websites, a portfolio of niche magazines, and a movie-production company. Its current market capitalisation is well over a billion dollars. The company has formed successful joint ventures with CNBC, Forbes, A&E Networks, Viacom, and Time Warner, with whom it runs India's leading English news channel, CNN-IBN. It operates the country's leading Hindi news channel, IBN7, and is growing in regional markets as well. In an atypical move for an Indian business owner, Raghav recently sold his interests in Network 18 in an American style 'founder's exit'. He has now founded Quintillion Media Pvt Ltd. The company's first offering is The Quint – a mobile first digital news Platform - www.thequint.com. He also intends to spend more time in the public sphere—advocating right-of-center public policies, and writing books and op-eds.

5. Remuneration proposed

a. Remuneration:

Mr. Raghav Bahl shall be paid Annual gross salary of upto ₹ 12,00,000 (including various allowances and excluding the perquisites and expense reimbursements as specified below) to be paid periodically in according with the company's norms payroll practice and subject to the withholdings.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Raghav Bahl, as maybe determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

The overall remuneration payable every year to the Whole time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc as may be, shall be within the limits specified under Section 197 of the Act or any statutory modifications(s) or re-enactment(s) thereof.

b. Variable Pay:

Annual Variable pay each fiscal year, less applicable withholdings, subject to Company's achievements of certain fiscal milestones as determined by the Board of Directors in its sole discretion

c. Perquisites:

In addition to the Gross salary specified above, Mr. Raghav Bahl would be entitled to the following perquisites in accordance with company's policy as in effect from time to time:

- Medical Insurance
- Accidental Insurance
- Term Life insurance
- Other employee benefits plan

d. Expenses:

The Company will also reimburse Mr. Raghav Bahl for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of duties hereunder, in accordance with Company's policy as in effect from time to time.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The current remuneration being paid to the Mr. Raghav Bahl (looking at the profile of the position and person) does not exceed the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed and shareholding of Mr. Raghav Bahl does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.

III. Other information:

1. Reasons of loss or inadequate profits- NA

2. Steps taken or proposed to be taken for improvement- NA

3. Expected increase in productivity and profits in measurable terms- NA

The Board recommends this as Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post or by speed post or by courier service or by electronic mode, or any other modes as may be prescribed. Further, it is provided a member may request the delivery of any document through a particular mode by paying such fees as may be determined by the members in the Annual General Meeting. It is proposed to charge the members actual expenses likely to be incurred by the Company for dispatch of the documents through a particular mode requested by the member concerned.

Accordingly, the Board recommends this as an Ordinary Resolution stated at Item No. 8 of the Notice for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution, except to the extent of their respective shareholdings in the Company.

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the admission slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072. For other matters, kindly write to the Secretarial Department of the Company at 403 Prabhat Kiran 17 Rajendra Place, New Delhi.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.

3. Members are requested to refer any change of address among others:
 - To the Company's Registrar in respect of their physical share folios.
 - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.

4. Members are requested to:
 - Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
 - Note that copies of the Annual Report will not be distributed at the Annual General Meeting
 - Note that no gifts/coupons will be distributed at the Annual General Meeting
5. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
6. Dividend Warrants, Share Transfer, etc.:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.
7. Unclaimed dividends - Transfer to Investor Education and Protection Fund:

Members willing to claim unclaimed dividend are requested to correspond with the Registrar and Share Transfer Agents of the Company, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF)
8. 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.
9. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
11. Dematerialisation of Shares and Liquidity: As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE641R01017. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072.
12. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
13. This Notice also contains a route map of the venue of AGM.

"Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries."

**ANNEXURE TO THE NOTICE DATED JULY 17, 2019
DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Directors	Mr. Raghav Bahl	Ms. Ritu Kapur	Mr. Mohan Lal Jain
DIN	00015280	00015423	00063240
Nationality	Indian	Indian	Indian
Date of Birth	02/01/1961	20/10/1967	01/03/1959
Age	58 Years	51 Years	60 Years
Qualification	Master's degree in business administration	Master's in Film and TV Production at Mass Communication Research Centre (MCRC) from Jamia University New Delhi	B.Com (Hons.), CA
Experience	Around 34 Years	Around 27 Years	Around 34 Years
Expertise in specific functional area	Television and journalism	Television and journalism	Advisory and compliance for various clients in Media & Entertainment, Trading Solar and Real Estate action
Terms and Conditions of Appointment	Refer to item no. 7 of the Notice and the corresponding Explanatory Statement	Refer to item no. 6 of the Notice and the corresponding Explanatory Statement	Refer to item no. 5 of the Notice and the corresponding Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	50,000	50,000	75,000
Remuneration sought to be paid	upto ₹ 12,00,000	Nil	Nil
Date of first appointment on the Board	08/01/2019	08/01/2019	26/02/2019
Shareholding in the Company as on March 31, 2019	11,20,900	2,07,400	Nil
Relationship with other Directors/Key Managerial Personnel	Spouse of Ms. Ritu Kapur and not related to any other Director / Key Managerial Personnel	Spouse of Mr. Raghav Bahl and not related to any other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	2/10	2/10	1/10

Name of Directors	Mr. Raghav Bahl	Ms. Ritu Kapur	Mr. Mohan Lal Jain
Directorships of other Boards as on March 31, 2019	1. Digital Content Private Limited	1. Digital Content Private Limited	1. HP Cotton Textile Mills Ltd.
	2. VT Media Private Limited	2. VT Media Private Limited	2. RMS Diversified Private Limited
	3. B K Media Private Limited	3. B K Media Private Limited	3. MJ Softech Private Limited
	4. RRK Holdings Private Limited	4. RRK Holdings Private Limited	4. Spectacular Media Marketing Private Limited
	5. RRK Media Private Limited	5. WEB 18 Securities Private Limited	5. RB Diversified Private Limited
	6. R B Software Private Limited	6. RRK Media Private Limited	6. MLJ Financial Consultants Private Limited
	7. Quintype Technologies India Private Limited	7. R B Software Private Limited	
	8. Network 18 Publications Ltd.	8. Quintype Technologies India Private Limited	
	9. VT Softech Private Limited	9. Network 18 Publications Limited	
	10. RVT Softech Private Limited	10. VT Softech Private Limited	
	11. RB Diversified Private Limited	11. RVT Softech Private Limited	
	12. RMS Diversified Private Limited	12. RB Diversified Private Limited	
	13. DA Vinci Media India Private Limited	13. DA Vinci Media India Private Limited	
	14. Keyman Trading Services Private Limited	14. YKA Media Private Limited	
	15. Quintillion Media Private Limited	15. Spunklane Media Private Limited	
	16. Quintillion Business Media Private Limited	16. Keyman Trading Services Private Limited	
		17. Applied Life Private Limited	
		18. Quintillion Media Private Limited	
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil	Nil	Member in Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of H.P Cotton Textile Mills Ltd.

Name of Directors	Mr. Parshotam Dass Agarwal	Mr. Sanjeev Krishana Sharma
DIN	00063017	00057601
Nationality	Indian	Indian
Date of Birth	09/10/1946	11/11/1960
Age	72 Years	58 Years
Qualification	B.Com, LL.B, MBA	CA
Experience	Around 41 Years	Around 35 years
Expertise in specific functional area	Part of Textile Industry for 22 Years, CEO in Surya Roshni Limited, Executive Director in OP Jindal Group	Merger, Demerger and Amalgamation, Valuation, Audit, Loss Assessors & Adjustors
Terms and Conditions of Appointment	Refer to item no. 3 & 4 of the Notice and the corresponding Explanatory Statement	Refer to item no. 3 & 4 of the Notice and the corresponding Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	75,000	75,000
Remuneration sought to be paid	Nil	Nil
Date of first appointment on the Board	26/02/2019	26/02/2019
Shareholding in the Company as on March 31, 2019	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	1/10	1/10
Directorships of other Boards as on March 31, 2019	1. HP Cotton Textile Mills Ltd.	1. Tencate Geosynthetics India Private Limited
		2. lu-ve India Corporation Private Limited
		3. ASL Protective India Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Chairperson in Audit Committee and Member in Nomination and Remuneration Committee and Stakeholders Relationship Committee of H.P Cotton textile Mills Ltd.	Nil

Registered Office:

3rd Floor, Tower 2B,
One Indiabulls Centre,
Senapati Bapat Marg, Lower Parel (W)
Mumbai- 400013

By order of the Board of Directors
For Gaurav Mercantiles Limited

Anukrati Agarwal
Company Secretary
M No: 57098

Place: Delhi

Date: July 17, 2019

BOARD'S REPORT

DEAR MEMBERS

The Board of Directors (the "Board") is pleased to present the 34th Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

The Company's financial performance (standalone) for the year under review along with the previous year's figures is given hereunder:

Particulars	(₹ in 000')	
	March 31, 2019	March 31, 2018
INCOME		
Revenue from operations	-	9,542.61
Other income	4,830.51	5,779.95
Total Income	4,830.51	15,322.55
EXPENSES		
Cost of trading goods sold	-	9,408.31
Employee benefit expenses	1,135.37	1,365.59
Depreciation and amortization expense	7.06	25.48
Other expenses	2,344.77	1,292.52
Total Expenses	3,487.20	12,091.90
PROFIT BEFORE TAX	1,343.31	3,230.66
(a) Current tax	346.73	820.11
(b) Deferred tax	(157.61)	17.83
(c) Tax of earlier year	30.37	39.47
Profit for the period	1,123.82	2,353.24
Other Comprehensive Income (OCI)	-	-
Items that will not be reclassified to profit or loss	-	-
Items that will be reclassified to profit or loss	-	-
Total other comprehensive income for the year, net of taxes	-	-
Total comprehensive income for the year, net of taxes	1,123.82	2,353.24
Basic and diluted earnings per share (in ₹)	0.43	1.18

PERFORMANCE OF THE COMPANY

Historically, the Company was engaged in ship breaking, trading and investment business. However, with the liberalization of imports, the trading activities were marginalized as a result of which the investment portfolio of the Company was also diluted. During the year under review, the Company had earned a total interest income of ₹ 48,30,508 and net profit of ₹ 11,23,823 against the total income during the previous year of ₹ 1,53,22,553 and net profit of Rs 23,53,237.

CHANGE IN OWNERSHIP AND CONTROL OF THE COMPANY

Mr. Raghav Bahl and Ms. Ritu Kapur had entered into a Share Purchase Agreement ("SPA") on November 27, 2018 to acquire 66.42% ownership and control of the Company. Pursuant to the SPA, Pantomath Capital Advisors Private Limited, Registered Merchant Banker, made a Public Announcement dated November 27, 2018 under Regulation 14(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI SAST Regulations") in relation to the Open Offer being made pursuant to and in compliance with the Regulations 3(1) and 4 of the SEBI SAST Regulations.

Pursuant to the acquisition, Mr. Raghav Bahl made an open offer to acquire a maximum of 520,000 equity shares of the Company from the public shareholders of the Company. The Detailed Public Statement under Regulation 15(2) of the SEBI SAST Regulations was submitted to the Securities and Exchange Board of India (“SEBI”) on December 4, 2018 and in accordance with Regulation 18(1) of the SEBI SAST Regulations, Mr. Raghav Bahl and Ms. Ritu Kapur had filed a Draft Letter of Offer with SEBI on December 11, 2018.

Pursuant to the applicable provisions of SEBI SAST Regulations, Mr. Raghav Bahl and Ms. Ritu Kapur completed the acquisition of 66.42% voting shares and control of the Company on January 8, 2019. Further, Mr. Raghav Bahl and Ms. Ritu Kapur had entered into an agreement on April 2, 2019 with Mr. Mohan Lal Jain, Non-Executive Director of the Company, with respect to classification of Mr. Mohan Lal Jain as a ‘Person Acting in Concert’ in accordance with Regulation 2 (1) (q) of the SEBI SAST Regulations.

Mr. Raghav Bahl and Ms. Ritu Kapur presently await the issuance of the final observation letter from SEBI to conclude the Open Offer and provide the statutory exit opportunity to the public shareholders of the Company.

MATERIAL CHANGES AND COMMITMENT, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

During the various meetings of the Board, the directors deliberated on the possibility to foray into new business opportunities in Media and Entertainment space by way of acquisition of an existing media business or starting a new venture or a combination thereof. Accordingly, vide its meeting held on April 2, 2019, the Board inter-alia approved to alter the Objects Clause of the Memorandum of Association so as to enable the Company to commence a new line of business in the Media and Entertainment space, including but not limited to digital media and content business. The proposed alteration to the Memorandum of Association was approved by the shareholders on May 12, 2019 through Postal Ballot.

The Board at its meeting held on July 17, 2017 also discussed the preliminary proposal to acquire the digital content business of Quintillion Media Private Limited, a company owned and controlled by Mr. Raghav Bahl and Ms. Ritu Kapur. The said digital content business is operated under the name and style of ‘The Quint’. ‘The Quint’ consists of www.thequint.com, www.hindi.thequint.com, and www.fit.thequint.com and operates as a digital only platform available on the computers and hand-held devices. In this regard, the Board has appointed advisors to undertake a detailed evaluation of the proposal and submit their report to the Audit Committee and Board of the Company.

FUND RAISE AND INCREASE IN SHARE CAPITAL:

The Board in its meeting held on April 2, 2019 had approved to increase the Authorized Share Capital of the Company from the existing ₹10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of ₹10 (Rupees Ten only) each to ₹ 22,50,00,000 (Rupees Twenty Two Crores and Fifty Lakhs only) divided into 2,00,00,000 (Two Crores only) Equity Shares of ₹10 (Rupees Ten only) each and 25,00,000 (Twenty Five Lakhs only) Preference Shares of ₹10 (Rupees Ten only) each. Approval of the shareholders was also obtained through Postal Ballot dated May 12, 2019.

The aforesaid increase in the Authorized Share Capital was undertaken simultaneously with the approval of raising ₹ 70,12,50,000 as capital from the Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain and other identified investors. The Board of the Company at its meeting held on April 2, 2019 inter alia approved the preferential allotment amounting to ₹ 70,12,50,000 to Mr. Raghav Bahl, Ms. Ritu Kapur, Mr. Mohan Lal Jain and other identified investors by way of issuance of Compulsory Convertible Preference Shares (“CCPS”) and Warrants. The preferential allotment was approved by the shareholders vide Postal Ballot dated May 12, 2019. The Board at its meeting held on May 25, 2019 allotted 20,00,000 (Twenty Lakhs only) CCPS at a price of ₹ 42.50 (Rupees Forty Two and Paise Fifty only) and 1,45,00,000 (One Crore and Forty Five Lakhs only) Warrants at a price of ₹42.50 (Rupees Forty Two and Paise Fifty only) as detailed hereunder:

	Legal status	Number of CCPS	Number of Warrants
Mr. Raghav Bahl	Individual – Promoter	11,81,405	76,59,596
Ms. Ritu Kapur	Individual – Promoter	2,18,595	14,17,254
Mr. Mohan Lal Jain	Individual - Person Acting in Concert with the Promoters	-	9,23,150
Mr. Manohar Lal Agarwal	Individual – Public	80,000	6,00,000
Mr. Madhu Sudan Agarwal	Individual – Public	80,000	6,00,000
Mr. Pankaj Agarwal	Individual – Public	80,000	6,00,000
Mr. Anand Agarwal	Individual – Public	40,000	3,00,000
Mr. Ashish Agarwal	Individual – Public	40,000	3,00,000
Mr. Ankit Agarwal	Individual – Public	20,000	1,50,000
Mr. Nimit Agarwal	Individual – Public	20,000	1,50,000
Mr. Madhu Sudan Goyal	Individual – Public	40,000	3,00,000
Vespera Fund Limited, Mauritius	Foreign Portfolio Investor - Category II– Public	2,00,000	15,00,000
Total		20,00,000	1,45,00,000
Total Consideration (Rs)		8,50,00,000	61,62,50,000

DIVIDEND

The Board has not recommended any dividend for the year under review.

TRANSFER TO RESERVES

The Board has not recommended any transfer to reserves for the year under review.

EXTRACT OF ANNUAL RETURN

As required under Section 134(3)(a) of the Companies Act, 2013, Annual Returns for the year 2018-19 and 2017-18 are put up on the website of the Company and may be accessed at www.gmlmumbai.com. Extract of the Annual Return for the year 2018-19 in Form No. MGT-9 is annexed hereto as **Annexure-'A'** and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") is presented in a separate **Annexure – 'B'**, forming part of this Report.

SUBSIDIARIES COMPANIES, JOINT VENTURES AND ASSOCIATES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

DEPOSITS

Your Company has neither accepted nor renewed any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. Therefore, the Company is not required to furnish information in respect of outstanding deposits under Non-Banking, Non-Financial Companies (Reserve Bank) Directions, 1966 and Companies (Accounts) Rules, 2014.

SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2019 was Rs 10,00,00,000 (Rupees Ten Crore only) comprising 1,00,00,000 (One Crore only) Equity Shares of Rs 10 (Rupees Ten only) each and paid up Equity Share Capital as on March 31, 2019 was ₹ 2,00,00,000 (Rupees Two Crores Only) comprising 20,00,000 (Twenty Lakh only) Equity Share of ₹ 10 (Rupees Ten only) each. The Company increased its Authorized Share Capital in accordance with the Postal Ballot dated May 12, 2019.

During the year under review, the Company has not issued any shares with differential voting rights or granted stock options/ sweat equity shares, hence, there is no change in the Company's share capital during the year under review. Changes made post March 31, 2019 have been duly disclosed as necessary.

REGISTERED OFFICE

The Board in its meeting held on March 20, 2019 approved the shifting of the Registered Office of the Company from '310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai- 400 057' to '3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013'. Change in the Registered Office was effective from March 25, 2019.

BOOKS OF ACCOUNTS

The Books of Accounts of the Company and other relevant books, papers and financial statements for every financial year are maintained at 403 Prabhat Kiran, 17, Rajendra Place, New Delhi- 110 008 effective from April 2, 2019.

DIRECTORS AND KEY MANAGERIAL PERSONNEL*DIRECTORS*

During the year under review and thereafter, following appointments took place with regards to Board of Directors:

- a. Mr. Raghav Bahl and Ms. Ritu Kapur were appointed as Additional Directors (Non-Executive) on January 8, 2019. They shall hold office as Additional Directors up-to the date of the ensuing Annual General Meeting.
- b. Mr. Mohan Lal Jain was appointed as an Additional Director (Non-Executive) on February 26, 2019. He shall hold office as an Additional Director up-to the date of the ensuing Annual General Meeting.
- c. Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma were appointed as Additional Directors (Independent) on February 26, 2019. They shall hold office as Additional Directors (Independent) up-to the date of the ensuing Annual General Meeting.

The aforesaid appointments have been recommended by the Nomination and Remuneration Committee and Board of the Company. In addition, the Board had, on the recommendation of Nomination and Remuneration Committee, Audit Committee and in accordance with provisions of the Companies Act, 2013 and Listing Regulations, appointed Mr. Raghav Bahl as Whole time Director of the Company for the period of 5 years w.e.f April 19, 2019, subject to the approval of the shareholders at the ensuing 34th Annual General Meeting of the Company.

During the year under review and thereafter, following resignations took place with regards to the Board of Directors:

- a. Mr. Pratap Singh Bohra ceased to be the Director of the Company w.e.f November 21, 2018.
- b. Mr. Tarun Pratap Bohra and Mr. Nikhil Bohra ceased to be the Directors of the Company w.e.f January 8, 2019.
- c. Mr. Kamal Singh Baid and Ms. Priyanka Mukesh Sarawat ceased to be Independent Directors of the Company w.e.f February 26, 2019.
- d. Mr. Mangesh Surendra Nadkarni ceased to be Whole Time Director of the Company w.e.f April 2, 2019.

KEY MANAGERIAL PERSONNEL

The appointment of Key Managerial Personnel's of the Company is in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). During the year under review and thereafter, following changes took place with regards to Key Managerial Personnel:

No.	Name	Appointment/Cessation/ Change in Designation	Effective Date
1.	Mr. Narendra Kumar Prajapat	Resigned as Company Secretary and Compliance officer	August 11, 2018
2.	Mr. Rajendra Ramkesh Gupta	Resigned as Chief Financial Officer	March 4, 2019
3.	Mr. Pratosh Mittal	Appointed as Chief Financial Officer	March 20, 2019
4.	Ms. Shikha Chaudhary	Resigned as Company Secretary and Compliance officer	March 20, 2019
5.	Ms. Anukrati Agarwal	Appointed as Company Secretary and compliance officer	March 21, 2019
6.	Mr. Mangesh Surendra Nadkarni	Resigned as Whole Time Director	April 2, 2019
7.	Mr. Raghav Bahl	Re-designated as Chief Executive Officer and Whole Time Director	April 19, 2019

APPOINTMENT OF INDEPENDENT DIRECTORS

Based on confirmation regarding independence and recommendations by the Nomination and Remuneration Committee, the Board had approved the appointment of Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma as Additional Directors (Independent) on February 26, 2019. In terms of Section 161 of the Companies Act 2013, Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma shall hold office up-to the date of the ensuing Annual General Meeting.

The Board recommends the appointment of Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma and as Independent Director's not liable to retire by rotation for a period of 5 years with effect from February 26, 2019, subject to confirmation by the shareholders at the ensuing Annual General Meeting.

DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

All Independent Directors of the Company have given the declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and also Regulation 25(8) of the Listing Regulations. Further, all the Independent Directors have complied with the code for Independent Director prescribed in Schedule IV to the Companies Act, 2013.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with knowledge about the current industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Independent Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

MEETINGS OF THE BOARD

During the year 2018-19, 10 (Ten) meetings of the Board of Directors were convened. The said meetings were held on May 21, 2018, August 10, 2018, September 3, 2018, October 29, 2018, November 21, 2018, November 27, 2018, January 8, 2019, February 7, 2019, February 26, 2019 and March 20, 2019. The maximum gap between the two meetings was not more than one hundred and twenty days. The name of members of the Board and their attendance at the board meetings are as under:

No.	Name of Directors	Designation	No. of meetings attended
1.	Mr. Raghav Bahl ¹	Additional Director	3
2.	Ms. Ritu Kapur ¹	Additional Director	3
3.	Mr. Mohan Lal Jain ²	Additional Director	1
4.	Mr. Sanjeev Krishana Sharma ²	Additional Director	1
5.	Mr. Parshotam Dass Agarwal ²	Additional Director	1
6.	Mr. Tarun Pratap Bohra ³	Director	7

No.	Name of Directors	Designation	No. of meetings attended
7.	Mr. Nikhil Singh Bohra ³	Director	7
8	Mr. Kamal Singh Baid ⁴	Independent Director	7
9	Ms. Priyanka Mukesh Sarawat ⁴	Independent Director	7
10	Mr. Pratap Singh Bohra ⁵	Director	5
11	Mr. Mangesh Surendra Nadkarni ⁶	Whole Time Director	7

¹ Appointed as additional director on January 8, 2019.

² Appointed as additional director on February 26, 2019.

³ Resigned on January 8, 2019.

⁴ Resigned on February 26, 2019.

⁵ Resigned on November 21, 2018.

⁶ Resigned on April 2, 2019.

MEETING OF INDEPENDENT DIRECTORS

Pursuant to Schedule IV of the Companies Act, 2013, the Independent Directors met on March 20, 2019 without the presence of Non-Independent Directors and the Key Managerial Personnel's. The Independent Directors inter alia discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, Key Managerial Personnel's and the Board.

COMMITTEES

As on March 31, 2019, the Board has formed 3 (three) committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee as per the provisions of the Companies Act, 2013 read with the rules made thereunder, with proper composition of its members. The Board periodically evaluates the performance of all the Committees as a whole. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval.

AUDIT COMMITTEE

The role and terms of reference of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and rules framed thereunder. The Audit Committee acts as a link between the Statutory Auditors and Internal Auditors and the Board. As on March 31, 2019, the Audit Committee comprises of three Directors out of which two are Independent Directors.

The Chairman of the Audit Committee is a Non-Executive Independent Director. All the members of the Audit Committee have good financial and accounting knowledge. The Company Secretary acts as the Secretary of the Audit Committee. During the year under review, 5 (five) meetings of the Audit Committee of the Company were held on May 21, 2018, August 10, 2018, October 29, 2018, February 7, 2019 and March 20, 2019.

NOMINATION AND REMUNERATION COMMITTEE

The Board has duly constituted Nomination and Remuneration Committee in terms of the provisions of Section 178 of the Companies Act, 2013 and rules framed thereunder. During the year, 4 (four) meetings of Nomination and Remuneration Committee were held i.e. on August 10, 2018, January 8, 2019, February 25, 2019 and March 20, 2019. Terms of reference of the Nomination and Remuneration Committee are posted on the Company's website and may be accessed at www.gmlmumbai.com.

STAKEHOLDER RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee inter alia approves transfer and transmission of shares, issue of duplicate / re-materialised shares and consolidation and splitting of certificates, redressal of complaints from investors etc. Stakeholders'

Relationship Committee has been empowered to deal with and dispose of the instruments of transfer of shares in the Company including power to reject transfer of shares in terms of the provisions of the Companies Act, 2013, Securities Contract (Regulations) Act, 1956, Listing Regulations and the Company's Articles of Association and take necessary actions as may be required for the purpose and shall consider and resolve the grievances of shareholders of the Company including complaints related to non-receipt of Annual Report and non-receipt of declared dividends.

During the year under review, 4 (four) meeting of the Stakeholders Relationship Committee were held on May 21, 2018, August 10, 2018 and October 29, 2018, February 7, 2019.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment as a director. The Board comprises of 5 directors, including 1 woman director as on March 31, 2019. The number of Independent Directors are 2.

The policy of the Company on directors' appointment, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is governed by the nomination policy read with Company's policy on appointment/reappointment of Independent Directors.

BOARD EVALUATION

Nomination and Remuneration Committee is engaged to conduct the Board evaluation. The evaluation of all the directors, committees, chairman of the Board and the Board as a whole was conducted on the criteria and framework adopted by the Board. The evaluation process focused on various aspects of Board and its committees such as composition and structure, functioning, effectiveness of Board processes, information and functioning, etc. The evaluation of all the directors was conducted by the Board and found to be satisfactory. The flow of information between the Company management and the Board is adequate, qualitative and timely

PARTICULARS OF REMUNERATION

None of the employees of the Company are in receipt of remuneration in excess of the limits which are required to be disclosed by way of statement under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure- 'C'**.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under sub-section 3 (c) and 5(c) of Section 134 of the Companies Act, 2013, your Directors, to the best of their knowledge, hereby state and confirm that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable Accounting Standards read with the requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the same;
- b. such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent to give a true and fair view of the Company's state of affairs as at March 31, 2019 and of the Company's profit for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a 'going concern' basis;
- e. the internal financial controls were laid down to be followed that and such internal financial controls were adequate and were operating effectively; and

- f. proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls and no reportable material weakness was observed in the system during the year. Further, the Company has in place adequate internal controls commensurate with the size and nature of its operations.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITOR

M/s G. P. Agrawal & Company, Chartered Accountants (Firm Registration No. 302082E), were appointed as Statutory Auditors of the Company to hold the office from the conclusion of the 29th Annual General Meeting held on September 30, 2014 until the conclusion of the 34th Annual General Meeting to be held on September 27, 2019. The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board had appointed M/s. Janmejy Singh Rajput & Associates, a firm of Company Secretaries in practice, to conduct the Secretarial Audit of the Company for the year under review. The Secretarial Audit Report for the financial year ended March 31, 2019, is annexed with this report and marked as **Annexure – 'D'** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

RELATED PARTY TRANSACTIONS

During the year under review, all the contracts or arrangements or transactions entered into by the Company with the related parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013. The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is posted on the Company's website and may be accessed at www.gmlmumbai.com. The details of the transactions with Related Parties are provided in Note No. 21 to the financial statements.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not taken any Loan or given any guarantees or made any investments as on March 31, 2019.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relevant disclosure are given below:

A. Conservation of Energy:

The Company is not an energy intensive unit, hence alternate source of energy may not be feasible. However, regular efforts are made to conserve the energy. The Company evaluates the possibilities and various alternatives to reduce energy consumption. Further, use of low energy consuming LED lightings is being encouraged.

B. Technology Absorption:

The Company is conscious of implementation of latest technologies in key working areas. Technology is ever-changing and employees of the Company are made aware of the latest working techniques and technologies discussion sessions, as maybe necessary. The Company is not engaged in manufacturing activities therefore, certain disclosures on technology absorption and conservation of energy etc. are not applicable. During the year, there is no expenditure on Research and Development.

C. Foreign exchange earnings and Outgo:

During the year under review the Company earned 'Nil' of foreign exchange and used 'Nil' of foreign exchange, both on actual basis.

CORPORATE GOVERNANCE

In terms of Regulation 15(2) of the Listing Regulations, the corporate governance provisions are not applicable to a listed entity which has a paid up equity share capital of less ₹ 10 Crores and net worth less than ₹ 25 Crores, as on the last day of the previous financial year. Hence, the corporate governance provisions as envisaged under the Listing Regulations are not applicable to the Company and accordingly, a report on the corporate governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof are not given as an annexure to this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on conduct of meetings of Board and Annual General Meetings.

VIGIL MECHANISM

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 the Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Details of the same is available on the company's website: www.gmlmumbai.com

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL WHICH IMPACTS THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

No significant and material order has been passed by any other regulators, courts, tribunals impacting the going concern status and Company's operations in future.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the directors and designated employees of the Company. Details of the same is available on the company's website: www.gmlmumbai.com.

CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER CERTIFICATION

The Company is exempted from obtaining the Compliance Certificate from the Chief Executive Officer and Chief Financial Officer obtained under Regulation 17(8) of the Listing Regulations.

OTHER DISCLOSURES AND REPORTING

During the year under review:

- a. The Company had not issued any equity shares with differential rights as to dividend, voting or otherwise.
- b. The Company had not issued any shares (including sweat equity shares) to directors or employees of the Company under any scheme.
- c. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- d. No significant and/or material order was passed by any Regulator/Court/Tribunal which impacts the e. going concern status of the Company or its future operations.
- e. No fraud has been reported by Auditors (Statutory Auditor or Secretarial Auditor) to the Audit Committee or the Board.
- f. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

- g. Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 and Rules made thereunder, the Company is not required to make and maintain Cost Records, as specified by Central Government under the provisions of this Section. Accordingly, the Company has not made and maintained such accounts and records as specified by the Central Government.
- h. During the year under review, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

GREEN INITIATIVES

Electronic copies of the Annual Report 2018-19 and the notice of the Annual General Meeting are sent to all the members whose email addresses are registered with the Company/depository participant(s). For members who have not registered their email address, physical copies are sent in the permitted mode.

ACKNOWLEDGMENT

The Board wish to place on record their appreciation for the faith reposed in the Company and continuous support extended by all the employees, members, customers, investors, government authorities, bankers and various stakeholders.

For and on behalf of Board of Directors

Place: Delhi
Date: July 17, 2019

Mohan Lal Jain
Chairman

Annexure 'A'

EXTRACT OF ANNUAL RETURN - Form No. MGT - 9

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Corporate Indemnification Number (CIN) of the Company	L74110MH1985PLC176592*
Registration Date	May 31, 1985
Name of the Company	Gaurav Mercantiles Limited
Category / sub-category of the Company	Company limited by shares Public non-government company
Address of the registered office and contact details	3rd Floor, Tower 2B, One Indiabulls Centre Senapati Bapat Marg, Lower Parel (W) Mumbai: 400 013 India Tel: 020 45404000 Email: cs@gmlmumbai.com Website: www.gmlmumbai.com
Listed Company (Yes/No)	Yes (BSE Limited)
Name, address and Contact details of the Registrar and transfer agent	Skyline Financial Services Private Limited 505, A Wing, Dattani Plaza Andheri Kurla Road Safeed Pool, Andheri East Mumbai: 400 072

*Main Object of the Company as mentioned in the Memorandum of Association has been changed to Media and Entertainment, pursuant to the resolution passed by the shareholders of the Company on May 12, 2019. Accordingly, the CIN of the Company is changed from L74130MH1985PLC176592 to L74110MH1985PLC176592. The Registrar of the Companies, Ministry of Corporate Affairs had approved the necessary form on July 3, 2019.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Wholesale Trading	4690	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	% of shares held
1.	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2018)			No. of Shares held at the end of the year (as on March 31, 2019)			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/HUF	13,28,300	-	13,28,300	13,28,300	-	13,28,300	66.42
b) Central Govt	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-
d) Bodies Corp.	1,200	-	1,200	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-
Sub-total (A) (1)	13,29,500	-	13,29,500	13,28,300	-	13,28,300	66.42
(2) Foreign							(0.06)
a) NRIs – Individuals	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-
Sub-total(A) (2)	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	13,29,500	-	13,29,500	13,28,300	-	13,28,300	66.42
B. Public Shareholding							
1. Institutions							
a) Mutual Funds	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2018)			No. of Shares held at the end of the year (as on March 31, 2019)			% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
c) Central Govt	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-
2. Non-Institutions								
a) Bodies Corp.								
i) Indian	98,845	-	98,845	4.94	-	-	-	(4.94)
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	50,175	3,58,670	4,08,827	20.44	1,00,888	1,52,840	2,53,728	12.69
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,57,798	-	1,57,798	7.89	1,39,983	-	1,39,983	7.00
								(0.89)

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2018)				No. of Shares held at the end of the year (as on March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others	-	-	-	-	2,16,349	-	2,16,349	10.82	10.82
(ii) Non Resident Individuals	-	-	-	-	-	-	-	-	-
(ii) Clearing Members	-	-	-	-	-	-	-	-	-
(iv) Trust	-	-	-	-	-	-	-	-	-
(v) HUFs	430	4,600	5,030	0.25	61,640	-	61,640	3.08	2.83
Sub-total (B)(2)	3,07,230	3,63,270	6,70,500	33.52	5,18,860	1,52,840	6,71,700	33.59	0.07
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3,07,230	3,63,270	6,70,500	33.52	5,18,860	1,52,840	6,71,700	33.59	0.07
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16,36,730	3,63,270	20,00,000	100	18,47,160	1,52,840	20,00,000	100	-

ii) Shareholding of Promoters*

No.	Shareholder's name	Shareholding at the beginning of the year (as on 01 April, 2018)			Shareholding at the end of the year (as on March 31, 2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bohra Export (P) Ltd	1,200	0.06%	-	-	-	-	(0.06%)
2	Mrs. Gulab Devi Bohra	12,400	0.62%	-	-	-	-	(0.62%)
3	Mr. Nikhil Bohra	1,95,000	9.75%	-	-	-	-	(9.75%)
4	Mr. Pratap Singh Bohra	5,80,900	29.05%	-	-	-	-	(29.05%)
5	Mr. Tarun Bohra	1,95,000	9.75%	-	-	-	-	(9.75%)
6	Mr. Vivek P. Bohra	3,45,000	17.25%	-	-	-	-	(17.25%)
7	Mr. Raghav Bahl	-	-	-	11,20,900	56.05%	-	56.05%
8	Ms. Ritu Kapur	-	-	-	2,07,400	10.37%	-	10.37%
Total		13,29,500	66.48%		13,28,300	66.42%		(0.06%)

*The Board at its meeting held on January 8, 2019, had taken note of the transfer of shares e from Mr. Pratap Singh Bohra along with Mr. Nikhil Bohra, Mr. Vivek Bohra, Mr. Tarun Bohra, and Mrs. Gulab Devi Bohra to Mr. Raghav Bahl and Ms. Ritu Kapur.

iii) Change in Promoters' Shareholding

No.		Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Bohra Export (P) Ltd				
	At the beginning of the year	1,200	0.06%	1,200	0.06%
	Decrease in Promoters Shareholding during the year	1,200	0.06%	-	-
	At the end of the year i.e. March 31, 2019	-	-	-	-
2	Mrs. Gulab Devi Bohra				
	At the beginning of the year	12,400	0.62%	12,400	0.62%
	Decrease in Shareholding during the year	12,400	0.62%	-	-
	At the end of the year i.e. March 31, 2019	-	-	-	-
3	Mr. Nikhil Bohra				
	At the beginning of the year	1,95,000	9.75%	1,95,000	9.75%
	Decrease in Shareholding during the year	1,95,000	9.75%	-	-
	At the end of the year i.e. March 31, 2019	-	-	-	-

No.		Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4	Mr. Pratap Singh Bohra				
	At the beginning of the year	5,80,900	29.05%	5,80,900	29.05%
	Decrease in Shareholding during the year	5,80,900	29.05%	-	-
	At the end of the year i.e. March 31, 2019	-		-	
5	Mr. Tarun Bohra				
	At the beginning of the year	1,95,000	9.75%	1,95,000	9.75%
	Decrease in Shareholding during the year	1,95,000	9.75%	-	-
	At the end of the year i.e. March 31, 2019	-		-	
6	Mr. Vivek P. Bohra				
	At the beginning of the year	3,45,000	17.25%	3,45,000	17.25%
	Decrease in Shareholding during the year	3,45,000	17.25%	-	-
	At the end of the year i.e. March 31, 2019	-		-	
7	Mr. Raghav Bahl				
	At the beginning of the year	-	-	-	-
	Increase in Shareholding during the year	11,20,900	56.05	11,20,900	56.05%
	At the end of the year i.e. March 31, 2019	11,20,900		56.05%	
8	Ms. Ritu Kapur				
	At the beginning of the year	-	-	-	-
	Increase in Shareholding during the year	2,07,400	10.37	2,07,400	10.37%
	At the end of the year i.e. March 31, 2019	2,07,400		10.37%	

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

No.	Top Ten Shareholders	Shareholding at the beginning of the year (April 1, 2018)		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Gokulesh Commercial Private Limited	97,125	4.86%	1,05,825	5.29%
2	Dipti Girdhari Mangal	34,583	1.73%	52,683	2.63%
3	Vipin Ramprasad Ladda	70,215	3.51%	-	-
4	Shalini Mangal	53,000	2.65%	53,000	2.65%
5	Gurcharan Dutt Sharma	10,100	0.51%	-	-
6	Shyam Sunder Sharma	10,030	0.50%	-	-
7	Rahul Anantrai Mehta	8,109	0.41%	-	-
8	Deepak Gupta	7,430	0.37%	-	-
9	Shah Satish Chunilal	14,000	0.70%	-	-
10	Sanjay kumar Sarawagi	7,100	0.36%	-	-

v) Shareholding of Directors and Key Managerial Personnel:

No.	For each of the Directors and KMP	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Pratap Singh Bohra				
	At the beginning of the year	5,80,900	29.05%	5,80,900	29.05%
	Decrease in Shareholding during the year	5,80,900	29.05%	-	-
	At the end of the year i.e. March 31, 2019			-	-
2	Mr. Tarun Pratap Bohra				
	At the beginning of the year	1,95,000	9.75%	1,95,000	9.75%
	Decrease in Shareholding during the year	1,95,000	9.75%	-	-
	At the end of the year i.e. March 31, 2019			-	-
3	Mr. Nikhil Pratap Bohra				
	At the beginning of the year	1,95,000	9.75%	1,95,000	9.75%
	Decrease in Shareholding during the year	1,95,000	9.75%	-	-
	At the end of the year i.e. March 31, 2019			-	-

No.	For each of the Directors and KMP	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4	Mr. Raghav Bahl				
	At the beginning of the year	-	-	-	-
	Increase in Shareholding during the year	11,20,900	56.05%	11,20,900	56.05%
	At the end of the year i.e. March 31, 2019			11,20,900	56.05%
5	Ms. Ritu Kapur				
	At the beginning of the year	-	-	-	-
	Increase in Shareholding during the year	2,07,400	10.37%	2,07,400	10.37%
	At the end of the year i.e. March 31, 2019			2,07,400	10.37%

Notes:

- (1) Mr. Mohan Lal Jain, Mr. Sanjeev Krishana Sharma and Mr. Parshotam Dass Agarwal, Directors of the Company and Mr. Pratosh Mittal, Chief Financial Officer and Ms. Anukrati Agarwal, Company Secretary and Compliance Officer were not holding any shares in the Company at the end of the year i.e. as on March 31, 2019 and hence there was no increase/decrease in their shareholding during the financial year 2018-19.
- (2) Mr. Kamal Singh Baid, Ms. Priyanka Gaur and Mr. Mangesh Surendra Nadkarni, earlier Directors of the Company and Mr. Narendra Kumar and Ms. Shikha Chaudhary, earlier Company Secretary and Compliance Officer of the Company and Mr. Rajendra Kumar, earlier Chief Financial Officer were not holding any shares in the Company at the beginning of the year, i.e., as on April 1, 2018 and at the end of the year i.e. as on March 31, 2019 and hence there was no increase/decrease in their shareholding during the financial year 2018-19.
- (3) The % of total shares of the Company in respect of shares bought and sold during the year is calculated on the total share capital of the Company as on March 31, 2019.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount as on March 31, 2019	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due as on March 31, 2019	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

No.	Particulars of Remuneration	Mr. Mangesh Surendra Nadkarni (Whole Time Director)	Total
1.	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	Nil	Nil
	(b) Value of perquisites u/s17(2) Income -tax Act,1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil

B. Remuneration to other Directors:

No.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Mr. Parshotam Dass Agarwal	Mr. Sanjeev Krishana Sharma	Ms. Priyanka Gaur	Mr. Kamal Singh Baid		
	Fee for attending Board/ Committee Meetings	75,000	75,000	Nil	Nil	1,50,000	
	Commission/ Others	-	-	-	-	-	
	Total (1)	75,000	75,000	Nil	Nil	1,50,000	
2	Other Non-Executive Directors	Mr. Tarun Pratap Bohra	Mr. Pratap Singh Bohra	Mr. Mohan Lal Jain	Mr. Raghav Bahl	Ms. Ritu Kapur	
	• Fee for attending Board /Committee Meetings	Nil	Nil	75,000	50,000	50,000	
						1,75,000	

No.	Particulars of Remuneration	Name of Directors					Total Amount
	• Commission/ Others	-	-	-	-	-	-
	Total (2)	Nil	Nil	75,000	50,000	50,000	1,75,000
	Total(B)= (1+2)	-					3,25,000
	Total Managerial Remuneration(A+B)						3,25,000
	Overall Ceiling as per the Companies Act, 2013	being 11% of the net profits of the Company as per Section 198 of the Companies Act, 2013					

B. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

No.	Particulars of Remuneration	Key Managerial Personnel					Total
		Mr. Pratosh Mittal (from March 20, 2019)	Mr. Rajendra Gupta (upto March 4, 2019)	Ms. Shikha Chaudhary (upto March 20, 2019)	Ms. Anukrati Agarwal (from March 21, 2019)	Mr. Narendra Kumar Prajapat (upto August 11, 2018)	
		Chief Financial Officer		Company Secretary			
1	Gross salary						
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961.	54,568	91,665	60,181	16,935	50,000	2,73,349
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-					
2	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
3	Stock Option	-	-	-	-	-	-
4	Others, please specify	-	-	-	-	-	-
	Total	54,568	91,665	60,181	16,935	50,000	2,73,349

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.

For and on behalf of Board of Directors

Place: Delhi

Date: July 17, 2019

Mohan Lal Jain

Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENTS

Statements in the Management Discussion and Analysis, which describe the Company's objectives, projections, estimates, expectations, may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation.

COMPANY OVERVIEW

Gaurav Mercantiles Limited, historically, was engaged in ship breaking, trading and investment. However, with the liberalization of imports, the trading activities were marginalized as a result of which the investment portfolio of the Company was also being diluted. During the year under review, the Company had earned a total interest income of ₹ 48,30,508 and net profit of ₹ 11,23,823 against the total income during the previous year of ₹ 1,53,22,553 and net profit of Rs 23,53,237.

Mr. Raghav Bahl and Ms. Ritu Kapur had entered into a SPA on November 27, 2018 to acquire 66.42% ownership and control of the Company. On January 08, 2019, Mr. Raghav Bahl and Ms. Ritu Kaur acquired a controlling stake in the Company pursuant to applicable provisions of the SEBI SAST Regulations. Post the above acquisition, the Company revamped its Board with Mr. Raghav Bahl and Ms. Ritu Kapur joining in as Directors. Subsequently, Mr. Mohan Lal Jain (Person Acting in Concert with Mr. Raghav Bahl and Ms. Ritu Kapur under the SEBI SAST Regulations) joined in as the Chairman of the Board and Mr. Parshotam Dass Agarwal and Mr. Sanjeev Krishana Sharma as Independent Directors to enrich the Company with a combined experience of over a century.

Under the able guidance of the new directors, the Board considered the future of the Company and the possibility to venture into new business opportunities in the Media and Entertainment space in line with the stated intention under 'Object Of The Offer' stated in the Draft Letter of Offer dated December 11, 2018. To effectuate the proposed venture into the Media and Entertainment space, the Company on May 12, 2019 passed a shareholders' resolution to approve alterations to the Objects Clause of the Memorandum of Association of the Company, enabling it to pursue digital content and media activity.

The Company on May 25, 2019 successfully completed the preferential allotment to raise over ₹ 70 Crores to fund the new venture into digital media and content business. The Board, on July 17, 2017, has also announced that it is considering a preliminary proposal to acquire the digital content business operated under the name and style of 'The Quint'. The business is presently housed in Quintillion Media Private Limited, a company owned and controlled by Mr. Raghav Bahl and Ms. Ritu Kapur. 'The Quint' consists of www.thequint.com, www.hindi.thequint.com, and www.fit.thequint.com and operates as a digital only platform available on desktop computers and hand-held devices. In this regard, the Board has appointed advisors to undertake a detailed evaluation of the proposal and submit their report to the Audit Committee and Board of the Company.

Accordingly, the foregoing Management Discussion and Analysis while being undertaken for the past also considers possible implications arising from a diversification of the business into digital media and content business.

INDUSTRY STRUCTURE AND DEVELOPMENTS

INDIAN ECONOMY

India continued to be the world's fastest growing major economy. After touching a high of 8% in the first quarter of FY 2018-19, GDP growth fell steadily in the second and third quarters to 7% and 6.6%, respectively. The declining rates were triggered by a slowdown in both private and public expenditure, manufacturing and agriculture. Although household spending, government consumption and inventories fell, there was a marginal pick-up in capital formation and some improvement on the external trade front.

In its World Economic Outlook - April 2019², the IMF suggested that India's growth is expected to pick up to 7.3% in 2019 and 7.5% in 2020 on the back of a sustained recovery in investment and strong consumption, triggered by a more expansionary monetary policy stance and some impetus expected in the fiscal space as well.

MEDIA AND ENTERTAINMENT IN INDIA

India remained the growth leader in the year 2018. Media and Entertainment was also benefitted by the upsurge in economic performance. As per FICCI-EY "A billion screens of opportunity report", Media and Entertainment industry in India grew at 13.4% from ₹ 1,476 billion in CY 2017 to ₹ 1,674 billion in CY 2018. All segments of the Media and Entertainment industry posted growth, with digital media in the lead (only surpassed by the nascent, niche sub-segment of online gaming). While television retained its position as the largest segment, digital media grew sharply by 41.9%, while print, once again, grew the slowest at a negligible 0.7%. In terms of size, however, television and print continued to top the list, followed by filmed entertainment and digital media.

OPPORTUNITIES AND THREATS

DIVERSIFICATION INTO MEDIA DOMAIN

As highlighted above, the Company is planning to diversify its business into the Media and Entertainment industry and more specifically into digital media and content business, and in this connection, the Board will evaluate the preliminary proposal to acquire the digital content undertaking viz. 'The Quint' from Quintillion Media Private Limited. The proposed acquisition, if successful and approved in accordance with the applicable regulatory framework, would lead the Company into an entirely new business dimension.

GROWTH OF DIGITAL CONTENT

According to a report by KPMG - '#IndiaTrends2018: Trends Shaping Digital India', the predominant medium of digital content consumption will continue to be the mobile phone, especially for the media and gaming entertainment segments. This medium will generate significant avenues for consumer outreach and engagement. The report revealed that as around 95% of Indian homes have a single TV, consumers are driven towards mobile consumption. This trend will drive the OTT market to potentially reach 100 million monthly OTT users by 2020³. The increasing demand for content by OTT platforms is already apparent, as is the trend towards localisation strategies to engage audiences further. Consequently, in 2018, the demand for original digital content increased by around 1,200 hours, leading to a rise in the cost of content creation.

FOREIGN DIRECT INVESTMENT IN DIGITAL MEDIA

Digital content industry is still in a nascent stage with the Government slowly formalizing regulations applicable to the industry. No specific regulations have been specified under the FDI Regulations regarding approval requirements to raise funding for companies engaged in digital media. However, as part of the finance budget in 2019, the Indian Government stated its intention of prescribing necessary regulations for governing foreign equity participation in the digital media space.

PRODUCT INFORMATION AND BUSINESS OUTLOOK

The Company is in the course of revamping its business strategy and diversification of business into media domain which may result in a significant variation in the business profile of the Company during the subsequent periods. During the current financial year ended March 31, 2019, the Company has earned income through passive sources.

RISKS AND CONCERNS

The risks and the uncertainties described below are key factors that the management considers may have implications on the functioning of the Company and are not the only risks that the Company currently faces. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, result of operations, cash flow etc.

EXTERNAL RISKS:

- a. A decline in economic growth in India and global economy could adversely affect its business.
- b. Political instability or changes in the Government in India or in the Governments of the states could cause significant adverse effects on the Company's business and the trading price of its Equity Shares.

- c. Disruptions and other impairment of the information technologies and systems could adversely affect the business and results of operations of the Company.
- d. Changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.
- e. Natural disasters could have an adverse effect on the Indian economy, the Company's business and the trading price of its equity shares.
- f. If terrorist attacks or social unrest in India increase, the Company's business could be adversely affected and the trading price of its equity shares could decrease.

INTERNAL RISKS:

- a) The Company intends to undertake a new line of activity in the Media and Entertainment industry and more specifically in the digital media and content business. Hence, the business shall be subject to risks and uncertainties associated with entering into a new line of business including but limited to identification of opportunities, implementing of strategies etc.
- b) The Company has not paid dividends in the last five (5) years.
- c) The success of the Company will depend on its ability to attract and retain its key managerial personnel and any loss of key team members may adversely affect and disrupt the business operations.
- d) Disruptions and other impairment of the information technologies and systems could adversely affect the business and results of operations of the Company.
- e) The equity shares (ISIN: INE641R01017) of the Company are currently listed at BSE Limited, (Scrip Code: 539515) under "XT" group and are infrequently traded on BSE Limited. Hence, the trading price of the equity shares of the Company may be subject to volatility.
- f) The Company is in the midst of an 'offer period' on account of the Public Announcement made on November 27, 2018 by Pantomath Capital Advisors Private Limited, registered Merchant Banker, in terms of Regulation 14(1) of the SEBI SAST Regulations. The Draft Letter of Offer dated December 11, 2018 has been filed with SEBI in accordance with Regulation 18(1) of the SEBI SAST Regulations to acquire up-to 26% of the outstanding equity share capital from the public shareholders of the Company. The Draft Letter of Offer is pending the issue of the final observation letter from SEBI. As per the disclosure available on the SEBI website, the open offer is presently kept under abeyance, pending detailed examination/investigation by SEBI.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal controls, including internal financial controls, and no reportable material weakness was observed in the system during the year. Further, the Company has in place adequate internal controls commensurate with the size and nature of its operations. The internal controls of the Company are periodically reviewed by the Audit Committee to ensure adequacy and efficacy.

FINANCIAL PERFORMANCE

The Company's financial performance (standalone) for the year under review along with the previous year's figures is given hereunder:

Particulars	(₹ in 000')	
	March 31, 2019	March 31,2018
INCOME		
Revenue from operations		9,542.61
Other income	4,830.51	5,779.95
Total Income	4,830.51	15,322.55
EXPENSES		
Cost of trading goods sold	-	9,408.31
Employee benefit expenses	1,135.37	1,365.59
Depreciation and amortization expense	7.06	25.48
Other expenses	2,344.77	1,292.52
Total Expenses	3,487.20	12,091.90
PROFIT BEFORE TAX	1,343.31	3,230.66
(a) Current tax	346.73	820.11
(b) Deferred tax	(157.61)	17.83
(c) Tax of earlier year	30.37	39.47
Profit for the period	1,123.82	2,353.24
Other Comprehensive Income (OCI)	-	-
Items that will not be reclassified to profit or loss	-	-
Items that will be reclassified to profit or loss	-	-
Total other comprehensive income for the year, net of taxes	-	-
Total comprehensive income for the year, net of taxes	1,123.82	2,353.24
Basic and diluted earnings per share (in ₹)	0.43	1.18

Further, as mentioned earlier, in order to fund the foray of the Company into the digital media and content business, the Company has duly completed the recapitalization process by undertaking a preferential issue of ₹ 70 Crores to the promoters and other identified investors.

HUMAN RESOURCE DEVELOPMENT

The Company has a continual focus on attracting, retaining and developing quality talent, and aligning them to the Company's vision and mission. Presently, given the change in ownership and business profile of the Company, no substantial hiring was undertaken during the year under review. As of March 31, 2019, there were 2 employees on the rolls of the Company. The Company enjoyed an excellent relationship with workers and staff during the year under review.

KEY FINANCIAL RATIOS

The details of changes in the key financial ratios as compared to previous year are stated below:

	Ref	Unit	Financial Year 2018-19	Financial Year 2017-18	Change (%)
Inventory Turnover	1	Days	Nil	Nil	Nil
Debtors Turnover	2	Days	Nil	Nil	Nil
Current Ratio	3	Times	34.60	268.36	87.11%
Interest Coverage Ratio	4	Times	Nil	Nil	Nil
Debt Equity	5	Times	Nil	Nil	Nil
EBITDA Margin	6	Percentage	27.96%	21.25%	31.55%
Net Profit Margin	6	Percentage	23.27%	15.36%	51.40%
Return on Net worth	7	Percentage	1.99%	4.29%	(53.72%)

Notes:

- (1) *Inventory Turnover: The Company does not maintain any inventory and accordingly, there is no inventory turnover ratio.*
- (2) *Debtors Turnover Ratio: Nil as there are no trade receivables in as at the beginning or end of either financial year.*
- (3) *Current ratio: The current ratio has substantially decreased in the current year because of low levels of current liability of the Company in the previous year. The Company has employed efficient working capital management measures, which may result in further improvement of the current ratio.*
- (4) *Interest Coverage Ratio: The Company has not been liable to pay interests in either financial year, accordingly, does not have an Interest Coverage Ratio*
- (5) *Debt Equity Ratio: The capital structure of the Company did not have any debt outstanding as of the end of either financial years, accordingly, Debt Equity Ratio is Nil*
- (6) *Earnings before Interest Tax Depreciation and Amortization (EBITDA) Margin and Net Profit Margin: As the Company had minimal operations during the current financial year, accordingly, no significant expenditure has been in word by the company in the current year which has caused to invuase in both EBITA and Net Profit Margins.*
- (7) *Return on net worth: Decrease is attributable to suspension of operating activities during the current financial year.*

Annexure- 'C'

Particulars of Employees

Information required under Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

No.	Name of Director/Key Managerial Personnel and Designation	Remuneration of Director/Key Managerial Personnel for financial year 2018-19	% increase in remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Raghav Bahl (Additional Director)	50,000	Nil	NA
2.	Ms. Ritu Kapur (Additional Director)	50,000	Nil	NA
3.	Mr. Mohan Lal Jain (Additional Director)	75,000	Nil	NA
4.	Mr. Pratosh Mittal (Chief Financial officer)	54,568	Nil	NA
5.	Ms. Anukrati Agarwal (Company Secretary and Compliance Officer)	16,935	Nil	NA
6.	Mr. Pratap Singh Bohra (ex-Director)	Nil	Nil	NA
7.	Mr. Mangesh Surendra Nadkarni (ex-Whole Time Director)	Nil	Nil	NA
8.	Mr. Nikhil Pratap Singh Bohra (ex-Director)	Nil	Nil	NA
9.	Mr. Tarun Pratap Bohra (ex-Director)	Nil	Nil	NA
10.	Ms. Shikha Chaudhary (ex- Company Secretary and Compliance Officer)	60,181	Nil	NA
11.	Mr. Rajendra Gupta (ex-Chief Financial officer)	91,665	Nil	NA
12.	Mr. Narendra Kumar (ex-Company Secretary and Compliance Officer)	50,000	Nil	NA

Annexure- 'D'



JANMEJAY SINGH RAJPUT & ASSOCIATES
Company Secretaries

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SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2019

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,

The Members
M/s Gaurav Mercantiles Limited
3rd Floor, Tower 2B,
One India bulls Centre, Senapati Bapat Marg,
Lower Parel (West), Mumbai

CIN :L74110MH1985PLC176592
Authorised Capital: Rs. 225000000
Paid Up Capital: Rs. 40000000

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gaurav Mercantiles Limited** having CIN: L74110MH1985PLC176592 (here in after called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Based on our verification of the Company's secretarial records, documents, books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report





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that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** ("the audit Period"), complied with all the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the secretarial records, documents books, papers, minute books, forms and returns filed and other records maintained by **Gaurav Mercantiles Limited** for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) there under Foreign Exchange Management Act, 1999 and the rules and regulations made to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") viz.:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)(Third Amendment) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





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- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as the Company has not issued and listed any Debt Securities during the Financial year under review]
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. [Not applicable as the Company has not brought back/proposed to buy-back during the Financial year under review]

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Since the company is listed with Bombay Stock Exchange, (BSE) the Listing Agreements entered into by the company with Bombay Stock Exchange and SEBI (LODR) Regulation, 2015 has been complied with.

The Company has filed all the forms and returns as required under the Companies Act, 2013 and is regular in filing the forms and returns within the prescribed time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above with respect to the books, papers, minute books, forms and returns of which were required to be examined by us for the purpose of this report.

During the period under Secretarial audit the Company has complied with the





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provisions of the Act, Rules, Regulations, guidelines as mentioned above.

We further report that, the Compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The Company has appointed Mr Raghav bahl and Ms Ritu Kapur, as an Additional Director in Promoter category for the Company on 8th January, 2019.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for participation at the meeting.

The decisions carried through are recorded in the minutes. We did not find any dissenting views recorded in the minutes. It was informed to us that, in absence of any such dissenting views it was not required to record any such views in the minutes.

We further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company has requisite systems and processes to monitor and ensure compliance with other laws as applicable to the Company.

We further report that, during the audit period the Company has following specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:





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(1) Company have complied with the requirements under SEBI (LODR) for Equity Listing entered into with BSE Limited.

During the financial year the company had gone under the process of corporate restructuring with share purchase agreement vide 27th, November, 2018 (as details provide by the company management.)

For Janmejy Singh Rajput & Associates



Place: New Delhi

Date: 21th August, 2019

Janmejy Singh Rajput
(Practising Company Secretary)
FCS - 9348
COP No - 15012



Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



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'ANNEXURE A'

To,

The Members,
M/s Gaurav Mercantiles Limited,
3rd Floor, Tower 2B,
One India bulls Centre, Senapati Bapat Marg,
Lower Parel (West), Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.





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6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Janmejey Singh Rajput & Associates

Place: New Delhi

Date: 21th August, 2019

Janmejey Singh Rajput
(Practicing Company Secretary)

FCS No. - F9348

COP No. - 15012



INDEPENDENT AUDITOR'S REPORT

To,
The Members of Gaurav Mercantiles Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Gaurav Mercantiles Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



Report on the Audit of the Financial Statements (Contd.)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.



Report on the Audit of the Financial Statements (Contd.)

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



Report on the Audit of the Financial Statements (Contd.)

- (c) the Balance sheet, the Statement of profit and loss, the Statement of changes in equity and the Statement of cash flows dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- (e) on the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place of Signature: Noida
Date: 25th Day of May, 2019



For G.P. Agrawal & Co.

Chartered Accountants

Firm's Registration No. - 302082E

(CA. Pradeep Samal)

Partner

Membership No. 61353

Annexure "A" to the Independent Auditors Report of even date on the Financial Statements of Gaurav Mercantiles Limited

Statement referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of **Gaurav Mercantiles Limited** on the financial statements for the year ended 31st March, 2019.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the company does not have any inventory in the current financial year. As there is no inventory of the company during the year, the procedures of physical verification of inventories is not applicable to the company.
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) and (iii)(b) of paragraph 3 of the said order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are no guarantees and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable. Based on our audit procedures performed and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Act in respect of loans granted and investments.
- (v) The Company has not accepted any deposit within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company.
- (vi) The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including investor education protection fund, employee's state insurance, income tax, TDS, wealth tax, custom duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, there are no undisputed arrears of statutory dues which was



Annexure "A" to the Independent Auditors Report of even date on the Financial Statements of Gaurav Mercantiles Limited (Contd.)

outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowings to financial institutions or banks or Government. The Company has not issued any debentures.
- (ix) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) or taken any term loan during the year. Hence, the provisions of clause 3 (xi) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them during the year under the provisions of Section 192 of the Act. Accordingly, clause (xv) of paragraph 3 of the said order is not applicable to the Company.



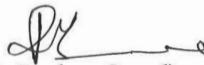
Annexure "A" to the Independent Auditors Report of even date on the Financial Statements of Gaurav Mercantiles Limited (Contd.)

- (xvi) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place of Signature: Noida
Date: 25th Day of May, 2019



For G.P. Agrawal & Co.
Chartered Accountants
Firm's Registration No. - 302082E


(CA. Pradeep Samal)
Partner
Membership No. 61353

"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of Gaurav Mercantiles Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Gaurav Mercantiles Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of



"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of Gaurav Mercantiles Limited (Contd.)

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

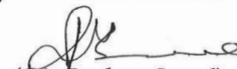
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place of Signature: Noida
Date: 25th Day of May, 2019



**For G.P. Agrawal & Co.
Chartered Accountants**

Firm's Registration No. - 302082E


(CA. Pradeep Samal)

Partner
Membership No. 61353

Balance sheet as at 31 March 2019

(All amount in ₹, unless stated otherwise)

	Note No.	As on 31st March, 2019	As on 31st March, 2018	As on 01st April, 2017
ASSETS				
Non-current assets				
PROPERTY, PLANT AND EQUIPMENT	3	-	313,401	338,881
Non Current financial assets				
Investments	4	-	95,485	158,800
Other financial assets	5	-	1,188,125	1,546,458
Deferred tax assets (net)	11	202	-	-
Total non-current assets		202	1,597,011	2,044,139
Current assets				
Inventories		-	-	-
Financial assets				
Trade receivables		-	-	-
Cash and cash equivalents	6	57,482,194	32,102,652	16,178,208
Other financial assets	7	454,296	22,716,000	35,094,141
Other current assets	8	886,513	72,103	676,596
Total current assets		58,823,003	54,890,755	51,948,945
Total assets		58,823,205	56,487,766	53,993,084
EQUITY AND LIABILITIES				
Equity				
Equity share capital	9	20,000,000	20,000,000	20,000,000
Other equity				
Reserves and surplus	10	37,122,444	35,998,621	33,645,384
Items of other comprehensive income		-	-	(11,875)
Share application money pending allotment				
Total equity		57,122,444	55,998,621	53,633,509
Liabilities				
Non current liabilities				
Deferred Tax Liabilities (Net)	11	-	157,412	139,582
Other Long term liabilities	12	777	127,193	134,773
Total non-current liabilities	12	777	284,605	274,355
Current liabilities				
Financial liabilities				
Other payables	13	1,699,984	77,016	83,654
Short term provisions	14	-	127,524	1,566
Total current liabilities		1,699,984	204,540	85,220
Total liabilities		1,700,761	489,145	359,575
Total Equity and Liabilities		58,823,205	56,487,766	53,993,084
Significant Accounting Policies	2			

See accompanying notes to the Financial Statements

As per our report of even date

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Reg. No. 302082E

CA Pradeep Samal
Partner
Membership No. 061353

Place: Noida
Date : 25th May, 2019

Mohan Lal Jain
Chairman
DIN 00063240

Pratosh Mittal
Chief Financial Officer

For and on behalf of the Board of Directors

Gaurav Mercantiles Limited

Raghav Bahl
Director and Chief Executive Officer
DIN 00015280

Anukrati Agarwal
Company Secretary

Statement of profit and loss for the year ended 31 March 2019

(All amount in ₹, unless stated otherwise)

	Refer Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income			
Revenue from operations	15		
Other income	16	4,830,508	5,779,945
Total income		4,830,508	15,322,553
Expenses			
Cost of trading goods sold	17	-	9,408,307
Employee benefit expenses	18	1,135,371	1,365,587
Depreciation and amortization expense	3	7,061	25,480
Other expenses	19	2,344,766	1,292,524
Total expenses		3,487,198	12,091,898
Profit before tax		1,343,310	3,230,655
Tax expenses			
(a) Current tax		346,728	820,114
(b) Deferred tax		(157,614)	17,830
(c) Tax on Earlier Years		30,373	39,474
Profit for the period		1,123,823	2,353,237
Other comprehensive income (OCI)			
(a) Items that will not be reclassified to profit or loss		-	-
(b) Items that will be reclassified to profit or loss		-	-
Total other comprehensive income for the year		-	-
Total comprehensive income for the year		1,123,823	2,353,237
Basic and diluted earning per share	20	0.43	1.18
Significant Accounting Policies	2		

See accompanying notes to the Financial Statements

As per our report of even date

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Reg. No. 302082E

CA Pradeep Samal
Partner
Membership No. 061353

Place: Noida
Date : 25th May, 2019

Mohan Lal Jain
Chairman
DIN 00063240

Pratosh Mittal
Chief Financial Officer

For and on behalf of the Board of Directors

Gaurav Mercantiles Limited

Raghav Bahl
Director and Chief Executive Officer
DIN 00015280

Anukrati Agarwal
Company Secretary

Statement of changes in equity for the year ended March 31, 2019

(All amount in ₹, unless stated otherwise)

a. Equity share capital

	Amount
Balance as at 1st April, 2017	20,000,000
Changes in equity share capital for the year ended 31st March, 2018	-
Balance as at 31st March, 2018	20,000,000
Changes in equity share capital for the year ended 31st March, 2019	-
Balance as at 31st March, 2019	20,000,000

b. Other equity

	Reserves and surplus		Items of OCI
	General Reserve	Retained Earnings	Equity instruments through OCI
Balance as at 1st April, 2017	20,000,000	13,645,384	(11,875)
Total comprehensive income for the year ended 31st March, 2018			
Profit for the financial year	-	2,353,237	11,875
Other comprehensive income			
Total comprehensive income	-	2,353,237	11,875
Balance as at 31st March, 2018	20,000,000	15,998,621	-
Total comprehensive income for the year ended 31st March, 2019			
Profit for the financial year	-	1,123,823	-
Other comprehensive income			
Total comprehensive income	-	1,123,823	-
Balance as at 31st March, 2019	20,000,000	17,122,444	-

Significant Accounting Policies

2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Reg. No. 302082E

For and on behalf of the Board of Directors

Gaurav Mercantiles Limited

CA Pradeep Samal
Partner
Membership No. 061353

Mohan Lal Jain
Chairman
DIN 00063240

Raghav Bahl
Director and Chief Executive Officer
DIN 00015280

Pratosh Mittal
Chief Financial Officer

Anukrati Agarwal
Company Secretary

Place: Noida
Date : 25th May, 2019

Cash flow statement for the year ended 31 March 2019

(All amount in ₹, unless stated otherwise)

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
A. Cash flows from operating activities		
Net profit before taxation	1,343,310	3,230,655
Adjustments for non cash expenses and Item shown separately:		
Depreciation	7,061	25,480
Interest income	(4,830,508)	(5,779,945)
Retirement benefit (Gratuity)	(126,416)	(7,580)
Loss on sale of shares	2,647	-
Loss on disposal of fixed assets	141,369	-
Loss on sale of fixed assets	86,471	-
Operating profit before working capital changes	(3,376,067)	(2,531,390)
(Increase) / Decrease in short term loans & advances	22,261,704	12,373,301
(Increase) / Decrease in other non current assets	1,188,125	358,333
(Increase) / Decrease in other current assets	(814,410)	604,493
Increase / (Decrease) in trade payables & other liabilities	1,622,968	(6,638)
Increase / (Decrease) in short term provisions	(127,524)	125,958
Cash generated from operations	20,754,797	10,924,057
Income tax paid	377,101	859,588
Net cash flows from operating activities	(A) 20,377,696	10,064,469
B. Cash flows from investing activities		
Sale of fixed assets	78,500	-
Sale of investments	92,838	80,030
Interest received	4,830,508	5,779,945
Net cash flows from investing activities	(B) 5,001,846	5,859,975
C. Cash flows from financing activities		
Interest paid	-	-
Net cash flows from financing activities	(C) -	-
Net Increase/(decrease) in cash & cash equivalents (A+B+C)	25,379,542	15,924,444
Cash & cash equivalents at beginning of the period	32,102,652	16,178,208
Cash & cash equivalents at end of the period	57,482,194	32,102,652
(Refer Note No.6)		
* Comprises:		
(a) Cash on hand	16,820	17,791
(b) Balances with banks		
(i) In current accounts	465,374	32,084,861
(ii) In deposit accounts	57,000,000	-
	57,482,194	32,102,652

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **G. P. Agrawal & Co.**

Chartered Accountants
Firm Reg. No. 302082E

For and on behalf of the Board of Directors

Gaurav Mercantiles Limited

CA Pradeep Samal
Partner
Membership No. 061353

Mohan Lal Jain
Chairman
DIN 00063240

Raghav Bahl
Director and Chief Executive Officer
DIN 00015280

Pratosh Mittal
Chief Financial Officer

Anukrati Agarwal
Company Secretary

Place: Noida
Date : 25th May, 2019

1 Reporting entity

Gaurav Mercantiles Limited is a company domiciled in India, with its registered office situated at 3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai Mumbai City-400013. The Company has been incorporated under the provisions of the Indian Companies Act and its equity shares are listed on the Bombay Stock Exchange.

2 Significant accounting policies**Basis of preparation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP

a Revenue recognition

The Company recognises revenue on the sale of products, net of discounts, when the products are delivered, risks and rewards of ownership pass to the dealer / customer.

Revenues are recognised when collectability of the resulting receivables is reasonably assured.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

b Property, plant and equipments**Fixed assets - tangibles****Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Capital expenditure incurred on rented properties is classified as 'Leasehold improvements' under property, plant and equipment

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Subsequent measurement (depreciation and useful lives)

Depreciation is provided on Straight Line Method in accordance with the useful life of assets estimated by the management, which is the rate prescribed under schedule II to the Companies Act, 2013. The estimate of useful lives of fixed assets followed by the Company in preparing the financial statements is as follows:

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2017 measured as per the Indian GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

c Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

d Financial Instruments

Recognition, classification and presentation

The financial instruments are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

The Company determines the classification of its financial instruments at initial recognition.

The Company classifies its financial assets in the following categories: a) those to be measured subsequently at fair value through profit or loss, b) those to be measured subsequently at fair value through other comprehensive income and c) those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows

The Company has classified all the non-derivative financial liabilities measured at amortised cost.

Financial assets and liabilities arising from different transactions are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously

Measurement – non-derivative financial instruments

Initial measurement At initial recognition, the Company measures the non-derivative financial instruments (except financial guarantee) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss.

Subsequent measurement - financial assets The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

Financial assets measured at amortised cost Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the effective interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.

Financial assets at fair value through profit or loss ('FVTPL') All financial assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. Interest (basis EIR method) income from financial assets at fair value through profit or loss is recognised in the statement of profit and loss within finance income/ finance costs separately from the other gains/ losses arising from changes in the fair value

Impairment

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Subsequent measurement - financial liabilities

The financial guarantees are amortised over the life of the guarantee and are measured at each reporting date at the higher of (i) the remaining unamortised balance of the amount at initial recognition and (ii) the best estimate of expenditure required to settle the obligation at the end of the reporting period. Other financial liabilities are subsequently measured at amortised cost using the EIR method (if the impact of discounting / any transaction costs is significant).

Derecognition

The financial liabilities are de-recognised from the balance sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are derecognised from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount is recognised in the statement of profit and loss.

e Retirement benefits:**Post-employment, long term and short term employee benefits****Defined contribution plans**

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. Since Provident Fund is not applicable, no provision for provident fund liability is required.

Defined benefit plans

Gratuity is a post-employment benefit defined under The Payment of Gratuity Act, 1972 and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Other long-term employee benefits

The company is not required to make provision for leave encashment / salary to the employees as the company is making the leave salary payment during the year itself.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

f Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly

Current tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognised in the balance sheet as current income tax assets / liabilities. Any interest, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognised within finance costs.

Deferred tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The unrecognised deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis

g Cash and bank balances

Cash and bank balances comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of investment of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

h Earning per share (EPS)**i. Basic EPS**

The earnings considered in ascertaining the Company's basic Earnings per Share (EPS) comprises the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of equity shares outstanding during the year.

ii. Diluted EPS

The diluted EPS is calculated on the same basis as the basic EPS, after adjusting for the effects of potential dilutive equity shares.

Notes to the financial statements for the year ended March 31, 2019

(All amount in ₹, unless stated otherwise)

3. Property, plant and equipment

Particulars	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Electronic Equipment	Air Conditioners	Computers
Cost or Deemed cost (gross carrying value)								
Balance as at 1st April, 2017	146,615	35,723	14,766	88,808	9,359	39,455	4,155	-
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	146,615	35,723	14,766	88,808	9,359	39,455	4,155	-
Additions	-	-	-	-	-	-	-	-
Disposals	146,615	35,723	14,766	88,808	9,359	39,455	4,155	-
Balance as at 31st March, 2019	-	-	-	-	-	-	-	-
Accumulated depreciation								
Balance as at 1st April, 2017	-	-	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-	-	-
Disposals	3,154	3,165	7,960	-	-	8,056	3,145	-
Balance as at 31st March, 2018	3,154	3,165	7,960	-	-	8,056	3,145	-
Depreciation for the year	2,092	1,422	-	-	-	3,487	60	-
Disposals	5,246	4,587	7,960	-	-	11,543	3,205	-
Balance as at 31st March, 2019	-	-	-	-	-	-	-	-
Carrying amounts net								
As at 1st April, 2017	146,615	35,723	14,766	88,808	9,359	39,455	4,155	-
As at 31st March, 2018	143,461	32,558	6,806	88,808	9,359	31,399	1,010	-
As at 31st March, 2019	-	-	-	-	-	-	-	-

Note 4 Investment

Particulars	As at 31st	As at 31st	As at 01st
	March, 2019	March, 2018	April, 2017
	Rupees	Rupees	Rupees
A. Other Investments (Refer B below)			
(a) Investment in Equity instruments	-	95,485	158,800
Less : Provision for dimunition in the value of Investments	-	-	-
Total	-	95,485	158,800

B	Details of Other Investments	No. of Shares			Amount		
		2019	2018	2017	2019	2018	2017
(a)	Investement in Equity Instruments						
	Quoted (Fully Paid)						
	Kamanwala Housing Construction Limited	-	9,343	11,043	-	95,485	38,500
	Nagarjuna Fertilizers & Chemicals Limited	-	-	330	-	-	3,300
	Unquoted (Fully Paid)						
	Har Pratap Steel Limited	-	-	2,000	-	-	20,000
	Marnite Polycast Limited	-	-	1,500	-	-	15,000
	Prudential Moulisugar Limited	-	-	1,900	-	-	76,000
	Vadilal Dairy Int. Limited	-	-	200	-	-	6,000
	Total					95,485	158,800

Note 5 Other financial assets

Particulars	As at 31st	As at 31st	As at 01st
	March, 2019	March, 2018	April, 2017
	Rupees	Rupees	Rupees
a. Others			
Unsecured, considered good	-	1,138,125	1,471,536
b. Other Bank Balances			
Bank deposits with more than 12 months maturity	-	50,000	74,922
Total	-	1,188,125	1,546,458

Note 6 Cash and cash equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
a. Balances with banks	465,374	32,084,861	959,361
b. Cash on hand	16,820	17,791	218,847
c. Deposits with bank (Maturity with less than 3 months)	57,000,000	-	15,000,000
Total	57,482,194	32,102,652	16,178,208

Note 7 Other financial assets

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Others			
Unsecured, considered good	454,296	22,716,000	35,094,141
Total	454,296	22,716,000	35,094,141

Note 8 Other current assets

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Other current assets Kotak securities limited Prepaid	-	89	324
profession tax	697,618	2,651	8,881
Interest accrued but not due Balance with excise department GST credit	-	-	68,916
Additional custom duty receivable	188,895	69,363	-
Total	886,513	72,103	676,596

Note 9 Equity share capital

Particulars	As at 31st March, 2019		As at 31st March, 2018		As at 01st April, 2017	
	Number	Rupees	Number	Rupees	Number	Rupees
Authorised						
Authorised 10,000,000 Equity Shares of ₹10 each (Previous Year 10,000,000 Equity Shares of ₹10 each)	10000000	100,000,000	10000000	100,000,000	10000000	100,000,000
Issued						
2,000,000 Equity Shares of ₹10 each (Previous Year 2,000,000 Equity Shares of ₹10 each)	2000000	20,000,000	2000000	20,000,000	2000000	20,000,000
Subscribed & Paid up						
2,000,000 Equity Shares of ₹10 each (Previous Year 2,000,000 Equity Shares of ₹10 each)	2000000	20,000,000	2000000	20,000,000	2000000	20,000,000
Total	2000000	20,000,000	2000000	20,000,000	2000000	20,000,000

Note 9 A Share holders holding more than 5 % of total share capital

Name of shareholder	As at 31st March, 2019		As at 31st March, 2018		As at 01st April, 2017	
	No. of shares held	% of holding	No. of shares held	% of holding	No. of shares held	% of holding
Mr. Raghav Bahl	1,120,900	56.05%	-	0.00%	-	0.00%
Ms. Ritu Kapur	207,400	10.37%	-	0.00%	-	0.00%
M/S Gokulesh Commercial Private Limited	105,825	5.29%	-	0.00%	-	0.00%
Mr. Pratap Singh Bohra	-	0.00%	580,900	29.05%	580,900	29.05%
Mr. Nikhil Bohra	-	0.00%	195,000	9.75%	195,000	9.75%
Mr. Vivek Bohra	-	0.00%	345,000	17.25%	345,000	17.25%
Mr. Tarun Bohra	-	0.00%	195,000	9.75%	195,000	9.75%
Total	1,434,125	71.71%	1,315,900	65.80%	1,315,900	65.80%

Note 10 Reserves and surplus

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
a. General reserves			
Opening balance	20,000,000	20,000,000	20,000,000
(+) Current year transfer	-	-	-
(-) Written back in current year Closing balance	-	-	-
	20,000,000	20,000,000	20,000,000
b. Surplus			
Opening balance	15,998,621	13,645,384	12,725,040
(+) Net profit/(Net loss) for the current year (-)	1,123,823	2,353,237	920,344
Depreciation adjusted as per Schedule II Closing balance	-	-	-
	17,122,444	15,998,621	13,645,384
Total	37,122,444	35,998,621	33,645,384

Note - 11 Deferred tax assets/liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Deferred tax assets	(202)	-	-
Deferred tax liabilities	-	157,412	139,582
Total	(202)	157,412	139,582

Note 12 Other long term liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Gratuity provision	777	127,193	134,773
Total	777	127,193	134,773

Note 13 Other payables

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Other payables			
TDS payable	142,900	8,276	20,000
Professional tax	8,675	1,000	800
GST payable	58,500	-	-
Employee dues payable	447,467	-	- 62,854
Payable-others	1,042,442	67,740	13,645,384
Total	1,699,984	77,016	83,654

Note: 14 Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 01st April, 2017
	Rupees	Rupees	Rupees
Outstanding expenses	-	127,524	1,566
Total	-	127,524	1,566

Note 15 Revenue from operations

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Rupees	Rupees
Sale of products	-	9,542,608
Total	-	9,542,608

Note 16 Other income

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Rupees	Rupees
Interest income on fixed deposit Interest	1,521,924	139,976
income others	3,308,584	5,639,969
Total	4,830,508	5,779,945

Note 17 Cost of trading goods sold

Particulars	As at 31st	As at 31st
	March, 2019	March, 2018
	Rupees	Rupees
Trading goods sold		
Opening stock of trading goods	-	-
Add : Purchases during the year	-	9,375,232
Less : Closing stock of trading goods	-	-
	-	9,375,232
Direct expenses		
Clearing and forwarding charges	-	-
Custom duty	-	-
Import clearance charges	-	-
Loading and unloading charges	-	8,325
Port charges	-	-
Preservation charges	-	24,750
	-	33,075
Total	-	9,408,307

Note 18 Employee benefit expenses

Particulars	As at 31st	As at 31st
	March, 2019	March, 2018
	Rupees	Rupees
Salaries and incentives	1,135,371	1,365,587
Total	1,135,371	1,365,587

Note 19 Other expenses

Particulars	As at 31st	As at 31st
	March, 2019	March, 2018
	Rupees	Rupees
Administrative and other expenses		
Auditors remuneration*	75,000	21,250
Advertisement charges	37,263	35,065
Bank charges	2,427	5,063
Conveyance expenses	1,770	2,647
Director sitting fees	325,000	-
Donation	41,000	41,000
Electricity charges	14,740	22,210
Filing fees	7,200	5,400
Gratuity	(126,416)	(7,580)
Internet charges	-	3,200
Interest on delayed payment	-	3,000
Legal and professional fees	1,072,810	90,724
Listing fees	250,000	287,500
Maintenance charges	73,317	53,117
Miscellaneous expenses	860	35,555

Particulars	As at 31st	As at 31st
	March, 2019	March, 2018
	Rupees	Rupees
Office expenses	2,475	5,075
Postage and courier	59,157	738
Printing and stationery	22,751	24,753
Profession tax	2,500	2,000
Rates and taxes	16,200	4,320
Loss on sale of shares	2,647	-
Share depository charges	23,000	26,600
Share registrar fees	43,392	36,183
Membership fees	9,500	
Loss on sale of fixed assets	86,471	
Loss on disposal of fixed assets	141,369	
Website expenses	33,166	-
Telephone expenses	20,729	32,948
Travelling expenses	56,439	503,593
Sundry balance written off	50,000	7,721
Total	2,344,766	1,292,524

***Payment to Auditors**

Particulars	As at 31st	As at 31st
	March, 2019	March, 2018
	Rupees	Rupees
As Auditors		
Statutory audit fees	75,000	21,250
Total	75,000	21,250

Note 20 Basic and Diluted earnings per share

Particulars	2018-19	2017-18
	Rupees	Rupees
A. Weighted average number of equity shares of Rs 10/- each		
i Number of shares at the end of the year	2,000,000	2,000,000
ii Weighted average number of equity shares outstanding during the year	2,000,000	2,000,000
B. Net Profit available for equity shareholders (in ₹)	1,123,823	2,353,237
C. Earnings per share (EPS)		
Basic (in ₹)	0.56	1.18
Diluted (in ₹)	0.56	1.18

Note 21 Related party disclosures

Key Management Personnel & their Relatives

- i. Pratosh Mittal- Chief Financial Officer (Appointment w.e.f 20.03.2019)
- ii. Anukrati Agarwal- Company Secretary (Appointment w.e.f 21.03.2019)

Related party transactions

Related parties with whom transactions have taken place for the year ended 31 March 2019:

Particulars	Key management personnel	Total
Managerial Remuneration		
Pratosh Mittal	54,568	54,568
Anukrati Agarwal	16,935	16,935

Note 22 Segment information

In the current year, the Company's only source of revenue is from trading activities and interest income. Based on guiding principles given in the IND AS-108 on segment reporting, as specified in the companies (Indian Accounting standards) Rules, 2015, being the only business segment, no segment information thereof is given.

Note 23 In the opinion of the Management, the Current Assets, Loans & Advances approximately are of the value stated if realized in the ordinary course of business.

Note 24 The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

Note 25 Provisions and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Note 26 Reconciliation of equity between previous Indian GAAP and Ind AS are as follows:

Particulars	As on 31st March, 2018	As on 01st April, 2017
Total equity as per IGAAP	55,998,621	53,645,384
Fair valuation of FVTOCI equity investmets	-	(16,715)
Tax Adjustment (Net) on above	-	4,840
Total equity as per IND AS	55,998,621	53,633,509

As per our report of even date

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Reg. No. 302082E

CA Pradeep Samal
Partner
Membership No. 061353

Place: Noida
Date : 25th May, 2019

Mohan Lal Jain
Chairman
DIN 00063240

Pratosh Mittal
Chief Financial Officer

For and on behalf of the Board of Directors

Gaurav Mercantiles Limited

Raghav Bahl
Director and Chief Executive Officer
DIN 00015280

Anukrati Agarwal
Company Secretary

GAURAV MERCANTILES LIMITED

CIN: L74110MH1985PLC176592

Regd. office: 3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West),
Mumbai, Maharashtra 400 013 Tel: 020 45404000

Website: www.gmlmumbai.com, email: cs@gmlmumbai.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.	DP ID#
No. of Shares held	Client ID#

I/We hereby record my / our presence at the 34th Annual General Meeting of the Company being held on Friday the September 27, 2019 at 2:00 P.M. at Peninsula Grand Hotel, Saki Naka Metro Station, Andheri-Ghatkopar Road, Andheri East, Mumbai- 400072.

Name of the Member (in block letters)	
Name of Proxy holder /Authorised Representative* (in block letters)	

Applicable for investors holding shares in dematerialised form.

* Strike out whichever is not applicable.

Signature of the Member

Proxy

Authorised representative*

NOTE:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2018-2019 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-2019 and the Notice of the Annual General Meeting along with Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administrative Rules, 2014)]

Name of the Company CIN	GAURAV MERCANTILES LIMITED L74110MH1985PLC176592
Registered Office	3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra- 400013

BALLOT PAPER

S. No	Particulars	Details
1	Name of First named shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) Class of Share	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No	Resolution	No. of Shares held by me	I/We assent to the Resolution	I/We dissent from the Resolution
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon			
2.	Appointment of Statutory Auditors			
3.	To appoint Mr. Parshotam Dass Agarwal (DIN: 00063017) as an Independent Director			
4.	To appoint Mr. Sanjeev Krishana Sharma (DIN: 00057601) as an Independent Director			
5.	To appoint Mr. Mohan Lal Jain (DIN: 00063240) as Non-Executive Director			
6.	To appoint Ms. Ritu Kapur (DIN: 00015423) as Non-Executive Director			
10.	To regularize the appointment of Mr. Raghav Bahl (DIN:00015280) as Whole Time Director			
11.	Approval of charges for service of documents on the members			

Place:

Date:

Signature of Shareholder/Proxy

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]

CIN	L74110MH1985PLC176592
NAME OF THE COMPANY	GAURAV MERCANTILES LIMITED
REGISTERED OFFICE	3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra 400 013 Tel: 020 45404000

Name of the member	
Registered address	
Registered email address	
Folio no. / Client ID	
DP ID	

I/ We, being the Member(s) of shares of the above named Company, hereby appoint:

- (1) Name: _____ E-mail Id: _____ Address: _____
 or failing him/her Signature: _____
- (2) Name: _____ E-mail Id: _____ Address: _____
 or failing him/her Signature: _____
- (3) Name: _____ E-mail Id: _____ Address: _____
 Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, September 27, 2019, at Peninsula Grand Hotel, Saki Naka Metro Station, Andheri-Ghatkopar Road, Andheri East, Mumbai- 400072 at 2:00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution number	Resolution	Type of Resolution	Vote (Please mention no. of shares)	
			For	Against
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon	Ordinary		
2.	Appointment of Statutory Auditors	Ordinary		
Special business				
3.	To appoint Mr. Parshotam Dass Agarwal (DIN: 00063017) as an Independent Director	Special		
4.	To appoint Mr. Sanjeev Krishana Sharma (DIN: 00057601) as an Independent Director	Ordinary		
5	To appoint Mr. Mohan Lal Jain (DIN: 00063240) as Non-Executive Director	Ordinary		
6	To appoint Ms. Ritu Kapur (DIN: 00015423) as Non-Executive Director	Ordinary		
7.	To regularize the appointment of Mr. Raghav Bahl (DIN:00015280) as Whole Time Director	Ordinary		
8.	Approval of charges for service of documents on the members	Ordinary		

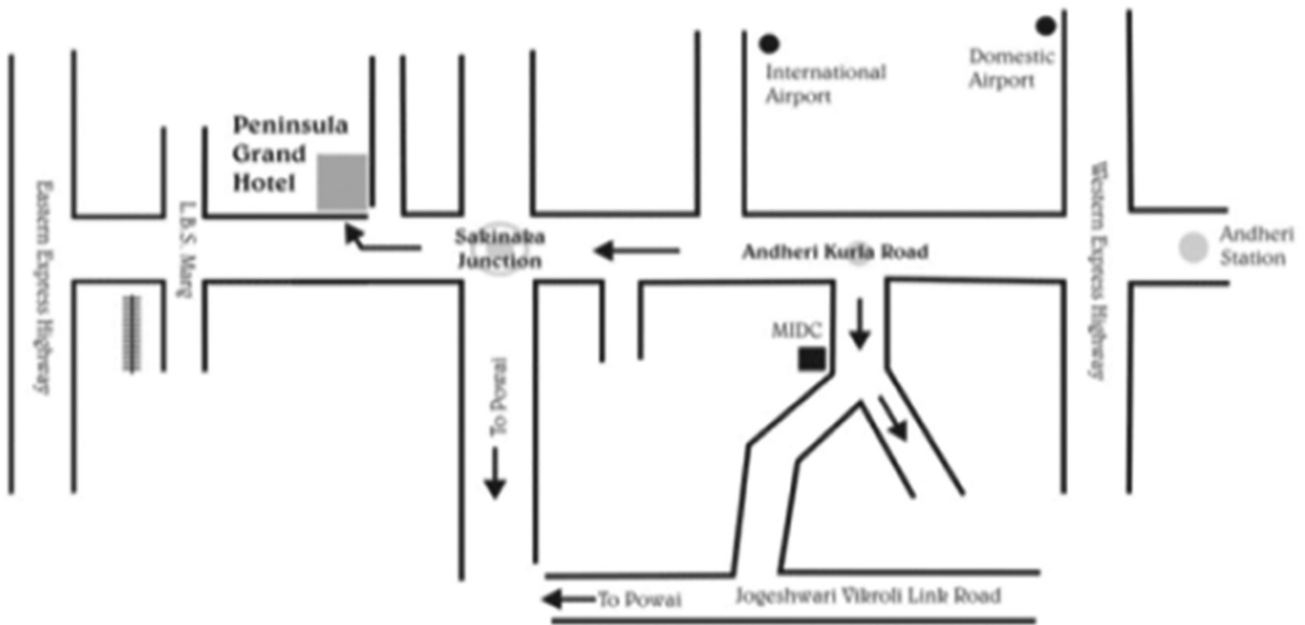
Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Note: This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.



Address:
Peninsula Grand Hotel,
Saki Naka Junction,
Andheri (E)
Mumbai - 400 072,
Tel- +91 (022) 28519191

GAURAV MERCANTILES LIMITED

3rd Floor, Tower 2B, One Indiabulls Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai,
Maharashtra 400 013 Tel: 020 45404000

Website: www.gmlmumbai.com, email: cs@gmlmumbai.com, CIN:L74110MH1985PLC176592

To,
The Members of
Gaurav Mercantiles Limited

Sub: Corrigendum to Annual Report of the Company for the Financial Year 2018-19

Dear Sir/Madam,

It is requested to take note of the corrections appearing hereunder with respect to and in connection with Annual Report of the Company for the Financial year 2018-19.

1. On page no. 48 of the Annual Report:

Key Financial Ratios be read as under:

KEY FINANCIAL RATIOS

The details of changes in the key financial ratios as compared to previous year are stated below:

	Ref	Unit	Financial Year 2018-19	Financial Year 2017-18	Change (%)
Inventory Turnover	1	Days	Nil	Nil	Nil
Debtors Turnover	2	Days	Nil	Nil	Nil
Current Ratio	3	Times	34.60	268.36	(87.11%)
Interest Coverage Ratio	4	Times	-	-	-
Debt Equity	5	Times	Nil	Nil	Nil
EBITDA Margin	6	Percentage	27.96%	21.25%	31.55%
Net Profit Margin	6	Percentage	23.27%	15.36%	51.48%
Return on Net worth	7	Percentage	1.99%	4.29%	(53.72%)

Notes:

- (1) *Inventory Turnover: The Company does not maintain any inventory and accordingly, there is no inventory turnover ratio.*
- (2) *Debtors Turnover Ratio: Nil as there are no trade receivables in as at the beginning or end of either financial year.*
- (3) *Current ratio: The current ratio has substantially decreased in the current year because of low levels of current liability of the Company in the previous year. The Company has employed efficient working capital management measures, which may result in further improvement of the current ratio.*
- (4) *Interest Coverage Ratio: The Company has not been liable to pay interests in either financial year, accordingly, does not have an Interest Coverage Ratio*
- (5) *Debt Equity Ratio: The capital structure of the Company did not have any debt outstanding as of the end of either financial years, accordingly, Debt Equity Ratio is Nil*
- (6) *Earnings before Interest Tax Depreciation and Amortization (EBITDA) Margin and Net Profit Margin: As the Company had minimal operations during the current financial year, accordingly, no significant expenditure has been incurred by the Company in the current year which has caused to increase in both EBITA and Net Profit Margins.*
- (7) *Return on net worth: Decrease is attributable to suspension of operating activities during the current financial year.*

2. On page no. 45 of the Annual Report:

Indian Economy, Media and entertainment in India [under Industry Structure and Development] and Diversification into Media Domain and Growth of Digital Content [under opportunities and Threats] be read as under:

INDUSTRY STRUCTURE AND DEVELOPMENTS

INDIAN ECONOMY

India continued to be the world's fastest growing major economy. After touching a high of 8% in the first quarter of FY 2018-19, GDP growth fell steadily in the second and third quarters to 7% and 6.6%, respectively¹. The declining rates were triggered by a slowdown in both private and public expenditure, manufacturing and agriculture. Although household spending, government consumption and inventories fell, there was a marginal pick-up in capital formation and some improvement on the external trade front.

In its World Economic Outlook - April 2019², the IMF suggested that India's growth is expected to pick up to 7.3% in 2019 and 7.5% in 2020 on the back of a sustained recovery in investment and strong consumption, triggered by a more expansionary monetary policy stance and some impetus expected in the fiscal space as well.

MEDIA AND ENTERTAINMENT IN INDIA

India remained the growth leader in the year 2018. Media and Entertainment was also benefitted by the upsurge in economic performance. As per FICCI-EY "A billion screens of opportunity report", Media and Entertainment industry in India grew at 13.4% from Rs. 1,476 billion in CY 2017 to Rs. 1,674 billion in CY 2018. All segments of the Media and Entertainment industry posted growth, with digital media in the lead (only surpassed by the nascent, niche sub-segment of online gaming). While television retained its position as the largest segment, digital media grew sharply by 41.9%, while print, once again, grew the slowest at a negligible 0.7%. In terms of size, however, television and print continued to top the list, followed by filmed entertainment and digital media.

OPPORTUNITIES AND THREATS

DIVERSIFICATION INTO MEDIA DOMAIN

As highlighted above, the Company is planning to diversify its business into the Media and Entertainment industry and more specifically into digital media and content business, and in this connection, the Board will evaluate the preliminary proposal to acquire the digital content undertaking viz. 'The Quint' from Quintillion Media Private Limited. The proposed acquisition, if successful and approved in accordance with the applicable regulatory framework, would lead the Company into an entirely new business dimension.

GROWTH OF DIGITAL CONTENT

According to a report by KPMG – '#IndiaTrends2018: Trends Shaping Digital India', the predominant medium of digital content consumption will continue to be the mobile phone, especially for the media and gaming entertainment segments. This medium will generate significant avenues for consumer outreach and engagement. The report revealed that as around 95% of Indian homes have a single TV, consumers are driven towards mobile consumption. This trend will drive the OTT market to potentially reach 100 million monthly OTT users by 2020³. The increasing demand for content by OTT platforms is already apparent, as is the trend towards localisation strategies to engage audiences further. Consequently, in 2018, the demand for original digital content increased by around 1,200 hours, leading to a rise in the cost of content creation.

For Gaurav Mercantiles Limited
Mohan Lal Jain
Chairman

¹Trading economics | Mospj

²<https://www.imf.org/en/Publications/WEO/Issues/2019/03/28/world-economic-outlookapril-2019>

³#IndiaTrends2018: Trends Shaping Digital India– KPMG, May 2018