

**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](mailto: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](http://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:**

- i. 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](http://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](http://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"> <li>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.</li> <li>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</li> </ul>
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"> <li>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).</li> </ul>

- 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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:subhashdhingreja@skylinerta.com) or on Telephone No. 022 28511022

Members may also write to the Company Secretary of the Company at the address: [cs@gmlmumbai.com](mailto: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](http://www.gmlmumbai.com) and on the website of CDSL [www.cdslindia.com](http://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 ₹)

<b>As per Audited Financials</b>	
<b>Particulars</b>	<b>Financial Year 2018-19</b>
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**

<b>Name of Directors</b>	<b>Mr. Raghav Bahl</b>	<b>Ms. Ritu Kapur</b>	<b>Mr. Mohan Lal Jain</b>
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

<b>Name of Directors</b>	<b>Mr. Raghav Bahl</b>	<b>Ms. Ritu Kapur</b>	<b>Mr. Mohan Lal Jain</b>
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.



<b>Name of Directors</b>	<b>Mr. Parshotam Dass Agarwal</b>	<b>Mr. Sanjeev Krishana Sharma</b>
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