



MARDA COMMERCIAL & HOLDINGS LIMITED

Regd. Office: "Mercantile Building" Block -E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700 001

Phone: 91 33 2248 5664, Fax: 91 33 2243 9601

Email: info@mchl.co.in; Website: www.mchl.co.in

CIN: L65929WB1990PLC048280

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held at Mercantile Building, 9/12 Lal Bazar Street, Block-E, 2nd Floor, Kolkata – 700 001, on Wednesday, the 28th September, 2016 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with Director's and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920) being a Non Executive, Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s Mamraj & Co., Chartered Accountants (Registration No. 006396N), be and is hereby ratified for a year until the conclusion of 28th Annual General Meeting to be held in the year 2017 and authorize the Board of Directors to fix their remuneration."

SPECIAL BUSINESS :

4. To Appoint Ms. Kamlesh Gupta (DIN: 07243898), as an Independent Director of the Company.

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 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation, Ms. Kamlesh Gupta (DIN: 07243898), appointed as an Additional Non Executive Independent Director of the Company pursuant to Section 161 and who holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director , who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 32nd Annual General Meeting to be held in calendar year 2021."

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. Re-appointment of Mr. Daulat Ram Agarwala (DIN 00586956), as Managing Director of the Company.

Consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Daulat Ram Agarwala, as a Managing Director of the Company, for a period of four years with effect from May 30, 2016 on the terms and condition including aggregate monthly remuneration of Rs. 50,000(Rupees Fifty Thousand) only as set out in the statement annexed to the notice convening this meeting and he shall have the right to manage the day-today business and affairs of the Company



subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Daulat Ram Agarwala shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as they may consider necessary, proper or expedient to give effect to the aforesaid resolution.

By Order of the Board
Marda Commercial & Holdings Ltd

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9/12, Lalbazar Street, Kolkata – 700001
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Phone: 91 33 2248 5664
Fax: 91 33 2243 9601
E-mail: info@mchl.co.in
Website: www.mchl.co.in
Date : 13th August, 2016

Radhika Maheshwari
Company Secretary

NOTES :

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, shareholding and relationships between directors inter-se stipulated under Listing Regulation with the Stock Exchanges :

Name of Director	Daulat Ram Agarwala	Lalit Agarwal	Kamlesh Gupta
Date of Birth	29/01/1990	07/10/1960	08/12/1976
Date of Appointment	16/04/2002	05/04/2000	09/02/2016
Qualification	B.Com (Hons)	B.Com (Hons)	B.Com
Directorship in other Public Limited Companies	01	02	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil	02	Nil
Share holding of Director in the Company	512500	350000	Nil

Only Audit Committee and Stakeholders Relationship Committee have been considered

4. The Register of members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive).



5. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, E-mail Id, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
6. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
7. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
8. Members/Proxies are requested to kindly take note of the following :
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
 - (iii) Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slip; and
 - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
9. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
10. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address :

Niche Technologies Pvt. Ltd.
D-511 Bagree Market, 5th Floor
71, B.R.B. Basu Road, Kolkata – 700001
Phone No.: 033 22357270/71; Telefax: 033 22156823
Email : nichetechpl@nichetechpl.com
13. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
14. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrars & Share Transfer Agents.
15. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.mchl.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@mchl.co.in



16. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2016 at 9:00 a.m. (IST) and ends on 27th September, 2016 (inclusive of both days) at 5:00 p.m. (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under :
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**Marda Commercial & Holdings Limited**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to akkhandelia@rediffmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.



- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off of 21st September, 2016 date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Anand Khandelia, Practicing Company Secretary, (Membership No.5803 and CP No. 5841) of 7/1A, Grant Lane, 2nd Floor, Room No. 206, Kolkata – 700 012 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mchl.co.in and on the website of NSDL immediately after the declaration of result by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Calcutta Stock Exchange Limited, where the company shares are listed.

Registered Office :

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E-mail: info@mchl.co.in
Website: www.mchl.co.in
Date : 13th August, 2016

By Order of the Board
Marda Commercial & Holdings Ltd

Radhika Maheshwari
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM No. 4

Ms. Kamlesh Gupta was appointed as an Independent Additional Director of the Company as provided under the Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013 by the Board of Directors in its meeting held on February 9, 2016. She holds office up to the date of this ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Kamlesh Gupta for the office of Director of the Company.

The Board feels that presence of Ms. Kamlesh Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Ms. Kamlesh Gupta is interested in the Resolution mentioned at Item No. 4 of the Notice with regard to her appointment. Other than Ms. Kamlesh Gupta no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

ITEM No.5

Mr. Daulat Ram Agarwala was re-appointed as Managing Director as per the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, by the Board of Directors in its meeting held on 30th May, 2016 on the recommendation of nomination and remuneration committee He holds office up to the date of this ensuing Annual General Meeting.

The Board feels that presence of Mr. Daulat Ram Agarwala on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

Mr. Daulat Ram Agarwala will be paid remuneration by way of salary Rs. 50,000 Per Month for the services that he will render as Managing Director. Mr. Daulat Ram Agarwala will discharge all duties and responsibility as is normally done by a person of his designation in other organization.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Mr. Daulat Ram Agarwala is interested in the Resolution mentioned at Item No. 5 of the Notice with regard to his appointment. Other than Mr. Daulat Ram Agarwala no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

ROUTE MAP OF AGM VENUE





MARDA COMMERCIAL & HOLDINGS LTD.

Registered Office: "Mercantile Building", Block -E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700 001

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ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

DP ID*	Folio No.
Client ID*	No. of Shares

I hereby record my presence at the 27th Annual General Meeting of the Company at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Wednesday, the 28th September, 2011 at 11.00 A.M.

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
 - 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.
- * Applicable for investors holding shares in electronic form



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FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

Name(s) of the Shareholder(s) (including joint-holders, if any) :	
Registered address of the Shareholder(s) :	
Registered Folio No. /Client ID No. /DP ID No. :	
No. of equity Shares Held :	

I/We, being the member(s), of shares of the above company, hereby appoint.

- (1) Name Address
E-mail id Signature or failing him
- (2) Name Address
E-mail id Signature or failing him
- (3) Name Address
E-mail id Signature or failing him

I/ We being the member(s) of _____ equity share of the above mentioned Company hereby appoint:

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Wednesday, the 28th September, 2011 at 11.00 A.M. in respect of such resolutions as are indicated overleaf :



* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional	
		For	Against
	Ordinary Business :		
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr.Lalit Agarwal (DIN: 00109920), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Ordinary Resolution to ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 33rd AGM and to fix their remuneration.		
	SPECIAL BUSINESS		
4.	Ordinary Resolution to appoint Ms. Kamlesh Gupta (DIN- 07243898) as an Independent Director of the Company.		
5.	Ordinary Resolution to re-appoint Mr. Daulat Ram Agarwala (DIN- 00586956) as an Managing Director of the Company for a further Term of Four (4) Years .		

Signed this day of 2016

Signature of Shareholder(s) Signature of Proxy(s)

Affix
Revenue
Stamp

Notes :

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 35th Annual General Meeting

* This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will entitled to vote in the manner as he/she thinks appropriate.