

# Mefcom Capital Markets Ltd.

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E-mail: info@mefcom.in website [www.mefcom.in](http://www.mefcom.in)

CIN : L74899DL1985PLC019749

Date: 31.08.2024

To

Department of Corporate Services, BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Company Code:** 531176

Dear Sir/Madam,

**Subject: Intimation of Annual report under Regulation 34 of SEBI(LODR)Regulation2015**

We wish to inform you that the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company is scheduled to be held on Monday, 23<sup>rd</sup> September, 2024 at 04:30 PM (IST) at E-15, Ansal Villas, Satbari, New Delhi-110030 to transact businesses as set out in the Notice of AGM.

In pursuance to Regulation 34 of SEBI (LODR) Regulation, 2015, we hereby attach the 39<sup>th</sup> Annual Report (2023-24) of the company containing the Notice along Board Report to convene the Annual General Meeting.

The Company is providing the remote e-voting facility to its shareholders to cast their votes on the resolutions set forth in the Notice of AGM through National Securities Depository Limited (NSDL).

The remote e-voting will commence on Friday, 20<sup>th</sup> September 2024 at 9:00 am and ends on Sunday, 22<sup>nd</sup> September, 2024 at 05:00 pm. During this period, members of the Company holding shares as on Monday, 16<sup>th</sup> September, 2024 ('cut-off date') may cast their vote electronically through remote e-voting.

We are enclosing a copy of the said Notice of AGM & Annual Report of the company for F.Y. 2023-24 for your information and records.

Above Information is also made available at Companies website <https://www.mefcom.in/>

You are requested to kindly take the above information on record.

Thanking You

Yours faithfully

**For Mefcom Capital Markets Limited**

**PRIYANKA** Digitally signed by  
PRIYANKA GOYAL  
**GOYAL** Date: 2024.08.31  
18:35:21 +05'30'

**Priyanka Goyal**

**Company Secretary**

NOTICE

39<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of Mefcom Capital Markets Limited will be held on Monday, 23rd September, 2024 at 04:30 P.M. at E-15, Ansal Villas, Satbari, New Delhi-110030 to transact the following business:-

**ORDINARY BUSINESS:**

1. **Adoption of Accounts**

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Vijay Mehta (DIN:00057151), who is liable to retire by rotation and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Tarsem Chand Garg as Non-executive Independent Director**

To consider and, if thought fit, to pass the following as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Tarsem Chand Garg (DIN: 00454657), Non-executive Independent Director of the company, whose first term of Five years has been expired on 12th August 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, his reappointment, on recommendation of Nomination and Remuneration Committee, was made by the Board of Directors on 12.08.2024 for second term of 5 years, be and is hereby re-appointed as Non-executive Independent Director of the company with effect from 13th August 2024 to 13th August 2029 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

4. **Appointment of Ms. Priyanka Mehta (DIN: 00058291) as a Non-executive Non-Independent Director:**

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination, Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Ms. Priyanka Mehta (DIN: 00058291), who was appointed as an additional director w.e.f. 28th May, 2024 pursuant to the provision of Section 161(1) of the Act, as a Non-Executive Non-Independent Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

5. **Appointment of Mr. Sameer Rajendra Purohit (DIN: 05002079) as Executive Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination, Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mr. Sameer Rajendra Purohit (DIN: 05002079), who was appointed as an additional director w.e.f. 12th August, 2024 pursuant to the provision of Section 161(1) of the Act, as Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 & 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination, Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mr. Sameer Rajendra Purohit (DIN: 05002079), as Whole-time Director designated as 'Executive Director' of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise the remuneration of Mr. Sameer Rajendra Purohit subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 and the form of remuneration from time to time as and when required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

6. **Appointment of Mr. Vijay Mehta (DIN: 00057151) as Managing Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V of the Companies Act 2013 and provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing obligations & Disclosure Requirements), 2015 and other laws, rules & regulations as may be applicable and pursuant to the recommendation of Nomination, Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mr. Vijay Mehta (DIN: 00057151), as Managing Director of the Company for a period of 5 Years from 3rd August, 2024 to 2nd August, 2029 as per terms and conditions set out in the explanatory statement and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and amend the terms and conditions of the Appointment including the remuneration of Mr. Vijay Mehta subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and the form of remuneration from time to time as and when required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

Place: New Delhi

Date: 12-08-2024

VIJAY MEHTA  
Managing Director  
DIN: 00057151**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under item no. 3 to 6 of the Notice is Annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT(48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
5. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Listing Obligations & Disclosure Requirements) Regulation, 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.mefcom.in>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (Agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday 20th September, 2024 to Monday, 23rd September, 2024 (both days inclusive).
10. The Company has been maintaining, inter alia, the following statutory registers at its registered office:
  - i. Register of contracts or arrangements in which directors are interested under section 189 of the Act
  - ii. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
11. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank and immediately to the Company to its registered office or to Beetal Financial & Computer Services Private Limited (RTA) at Beetal house, 3rd Floor, 99 Madangir, Behind LSC, Near Dada Harsukhdas Mandir, New Delhi-110062, quoting reference of the Registered Folio Number.
12. As a part of the green initiatives the Members, who have not yet registered their E-mail addresses, are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered e-mail address. Shareholders are requested to update their email address with their Depository Participants to enable the Company to send communications electronically.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members holding shares in physical form may submit Form No. SH-13 to the Company. Members holding shares in electronic form may submit the same to their respective depository participants.
14. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
15. 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 their 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 RTA viz. to Beetal Financial & Computer Services Private Limited.
16. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. The Company has complied with the necessary requirements as applicable, including sending of letters by the RTA to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation. Members can contact the Company's RTA for assistance in this regard.
17. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change

in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

- 19. The Annual Report of the Company for the Financial Year 2023-24, circulated to the members of the Company, is also uploaded on the Company's website <https://www.mefcom.in/>
- 20. The Board of Directors of the Company has appointed, Mr. Brij Kishore Sharma, (Membership No. FCS-F6206), proprietor of B K Sharma & Associates, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.
- 21. The Route Map, Attendance Slip and proxy form are attached to this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on **Friday, 20th September, 2024 at 9:00 am and ends on Sunday, 22nd September, 2024 at 05:00 pm**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 16th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 16th September, 2024.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speed e" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) Login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL forcasting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e- Voting for shareholders other than Individual shareholders holding securities in demat mode a share holders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the homepage of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member's section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

**Alternatively, if you are registered for NSDL services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services after using your log-in credentials, click one-Voting and you can proceed to Step2 i.e. Cast your vote electronically.**

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****then your user ID is IN300***12*****.
b) For Members who hold shares in demataccount with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001***and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

iii. How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
  - a. Now, you will have to click on "Login" button.
  - b. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on there solution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [bksharma162@gmail.com](mailto:bksharma162@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids fore-voting for their solutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to <https://www.mefcom.in/>.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to <https://www.mefcom.in/>. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 3: Re-appointment of Mr. Tarsem Chand Garg as Non-executive Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has re-appointed Mr. Tarsem Chand Garg as Non-executive Independent Director, not liable to retire by rotation, for second term of 5 years with effect from 13th August 2024 to 13th August 2029, subject to approval by the Members in this Annual General Meeting.

Mr. Tarsem Chand Garg has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Tarsem Chand Garg is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. The Board recommends the re-appointment of Mr. Tarsem Chand Garg as Non-executive Independent Director, as proposed in the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members. The terms and conditions of appointment of the Independent Directors is available for inspection during the office hours till that date of AGM.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Tarsem Chand Garg & his relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 4: Appointment of Ms. Priyanka Mehta (DIN: 00058291) as a Non-executive Non-Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has appointed Ms. Priyanka Mehta as Non-executive Non-Independent Director, liable to retire by rotation as Additional Director of the Company in the Board Meeting held on 28th May, 2024 pursuant to the provision of Section 161(1) of the Act, her appointment period will be till the conclusion of the ensuing Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Ms. Priyanka Mehta are provided as an Annexure to this Notice.

The Board recommends the appointment of Ms. Priyanka Mehta as Non-executive Non-Independent Director, as proposed in the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except Ms. Priyanka Mehta & Mr. Vijay Mehta & his relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 5: Appointment of Mr. Sameer Rajendra Purohit (DIN: 05002079) as Executive Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has appointed Mr. Sameer Purohit as Additional Director of the Company in the Board Meeting held on 12th August, 2024 pursuant to the provision of Section 161(1) of the Act, her appointment period will be till the conclusion of the ensuing Annual General Meeting, He has also appointed as Whole-time Director designated as 'Executive Director' of the Company subject to approval of the Shareholders in the General Meeting, he is liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mr. Sameer Purohit are provided as an Annexure to this Notice.

The Board recommends the appointment of Mr. Sameer Rajendra Purohit as Whole-time Director designated as 'Executive Director' of the Company, as proposed in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except as Whole-time Director designated as 'Executive Director' of the Company & his relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 6: Appointment of Mr. Vijay Mehta (DIN: 00057151) as Managing Director of the Company:**

Pursuant to the provisions of Sections 196, 197, 198 & 203 of the Companies Act, 2013 read with schedule V of the Companies Act and Securities and Exchange Board of India (Listing obligations & Disclosure Requirements), 2015 and pursuant to the recommendation of Nomination, Remuneration Committee and the Board of Directors ("the Board") for re-appointment of Mr. Vijay Mehta (DIN: 00057151), as Managing Director of the Company for a period of 5 Years from 3rd August, 2024 to 2nd August, 2029.

**The main terms and conditions of the appointment are as under:**

1. Term of Appointment: Five years commencing from 3rd August, 2024 to 2nd August, 2029.
2. Remuneration: The Nomination and Remuneration Committee recommended the remuneration as Salary Rs. 2,00,000/- per month, it is proposed to authorize the Board of Directors of the Company to decide and amend the terms and conditions of the Appointment including the remuneration of Mr. Vijay Mehta subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and the form of remuneration from time to time as and when required.

## MEFCOM CAPITAL MARKETS LIMITED

### 3. General Terms:

- (i) He shall not enter into material, financial and commercial transactions, where he has personal interest that may have a potential conflict with the interest of Company, without the approval of the Board.
- (ii) He shall not be liable to retire by rotation.
- (iii) He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the section 166 of the Act with regard to duties of Directors.
- (iv) He shall adhere to the Company's Code of Conduct.
- (v) He shall not be entitled for any share based employee benefit.

The Board recommends the appointment of Mr. Vijay Mehta (DIN: 00057151), as Managing Director of the Company for a period of 5 Years as proposed in the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except Ms. Priyanka Mehta & Mr. Vijay Mehta & their relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

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

Place : New Delhi  
Date : 12-08-2024

**VIJAY MEHTA**  
Managing Director  
DIN: 00057151

Details of director(s) seeking appointment/re-appointment as required under Regulation 36 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 on general meetings:

Name	Mr. Vijay Mehta	Mr. Tarsem Chand Garg	Mr. Sameer Rajendra Purohit	Priyanka Mehta
<b>DIN</b>	00057151	00454657	05002079	00058291
<b>Date of Appointment</b>	01.10.2007	12.08.2019	12.08.2024	28.05.2024
<b>Qualification</b>	Graduate in law	B.A (Hons), FCA, C.M.A, L.L.B, Insolvency Professional, Registered Valuer	Company secretary	Graduation in Economic Honors and Law Graduate from Delhi University. And also Masters in Law from Columbia University, New York.
<b>Expertise</b>	More than 40 years of experience in Financial Services	More than 45 years of experience in financial services.	More than 16 years across various products in Capital Markets	She has rich and extensive experience with a deep understanding of the Capital Markets
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. PHD Chamber Of Commerce and Industry</li> <li>2. MEFCOM Infrastructure Projects Limited</li> <li>3. MEFCOM Securities Limited</li> <li>4. SME Global Business And Technology Forum,</li> <li>5. MEFCOM Commodity Brokers Limited,</li> <li>6. IKMA Infoway Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MTM Magnum Finance Ltd.</li> <li>2. Chandrayaan Infrastructure &amp; Developers Private Limited</li> <li>3. Kubera Finance Consultancy Private Limited</li> <li>4. REIG Management Company Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Yoki Financial Services Private Limited</li> <li>2. Yoki Biodiesel Private Limited</li> <li>3. Yoki Green Energy Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>4. Mefcom Infrastructure Projects Limited</li> <li>5. IKMA Infoway Private Limited</li> </ol>
<b>Shareholding in Company</b>	63.75%	-	-	0.04%
<b>Relationship with any Director(s)</b>	He is father of Ms. Priyanka Mehta.	He is not related to any Directors of the Company.	He is not related to any directors of the Company.	She is daughter of the Managing Director of the Company Mr. Vijay Mehta.



**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 Administration) Rules, 2014***

<b>Name of the Company:</b>	<b>Mefcom Capital Markets Limited</b>
<b>Registered office:</b>	Flat No.18, 5th Floor,77 Sanchi Building Nehru Place, New Delhi-110019

**BALLOT PAPER**

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

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:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) and the report of Directors and Auditors for the year ended 31st March, 2024			
2.	To appoint a Director in place of Mr. Vijay Mehta (DIN:00057151),who is liable to retire by rotation			
3.	Re-appointment of Mr. Tarsem Chand Garg as Non-executive Independent Director			
4.	Appointment of Ms. Priyanka Mehta (DIN: 00058291) as a Non-executive Non-Independent Director			
5.	Appointment of Mr. Sameer Purohit (DIN: 05002079) as Executive Director of the Company			
6.	Appointment of Mr. Vijay Mehta (DIN: 00057151) as Managing Director of the Company:			

Place:

Date:

(Signatureoftheshareholder)

**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)

Name of the member(s) : .....

Email Id : .....

Registered Address : .....

Folio/Client Id : ..... DPID : .....

I/ we, being the member(s) having \_\_\_\_\_ Shares of the above named company, hereby appoint:

Name.....R/o.....having e-mail id (Signature) or failing him

Name.....R/o.....having e-mail id (Signature) or failing him

Name.....R/o.....having e-mail id (Signature)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, 23rd September, 2024 at 04:30 P.M.at E-15, Ansal Villas, Satbari, New Delhi-110030 and at any adjournment thereof in respect of such resolutions as are indicated

S.No.	Resolutions	Type of Resolution	Mark(√)
	<b>Ordinary Business</b>		
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) and the report of Directors and Auditors for the year ended 31st March, 2024	Ordinary	
2.	To appoint a Director in place of Mr. Vijay Mehta (DIN:00057151),who is liable to retire by rotation		
3.	Re-appointment of Mr. Tarsem Chand Garg as Non-executive Independent Director		
4.	Appointment of Ms. Priyanka Mehta (DIN: 00058291) as a Non-executive Non-Independent Director		
5.	Appointment of Mr. Sameer Purohit (DIN: 05002079) as Executive Director of the Company		
6.	Appointment of Mr. Vijay Mehta (DIN: 00057151) as Managing Director of the Company:		

\*Please put a (√)in the appropriate column against there solutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be titled to vote in the manner as he/she thinks appropriate.

Rs. 1/-  
Revenue Stamp

Signed this.....day of 2024

-----Signature of Shareholder      Signature of First Proxy holder      Signature of Second Proxy holder

**MEFCOM CAPITAL MARKETS LIMITED**

Registered office: Flat No.18, 5<sup>th</sup>Floor, 77, Sanchi Building, Nehru Place, New Delhi-110019

(CIN: L74899DL1985PLC019749)

Tel:91-011-46500500; E-mail: [invest@mefcom.in](mailto:invest@mefcom.in)

Website: <https://www.mefcom.in/>

**Attendance Slip**

Shareholders 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 hall.

I hereby record my presence at the 39th ANNUAL GENERAL MEETING of the Company at E-15, Ansal Villas, Satbari, New Delhi-110030, at 04:30P.M. on Monday, the 23rd September 2024.

.....

Full name of the Shareholder      Signature (in block capitals)

FolioNo...../DP IDNo.\* .....

Client ID No.\* .....

\* Applicable for members holding shares in electronic form.

.....

Full name of Proxy

Signature

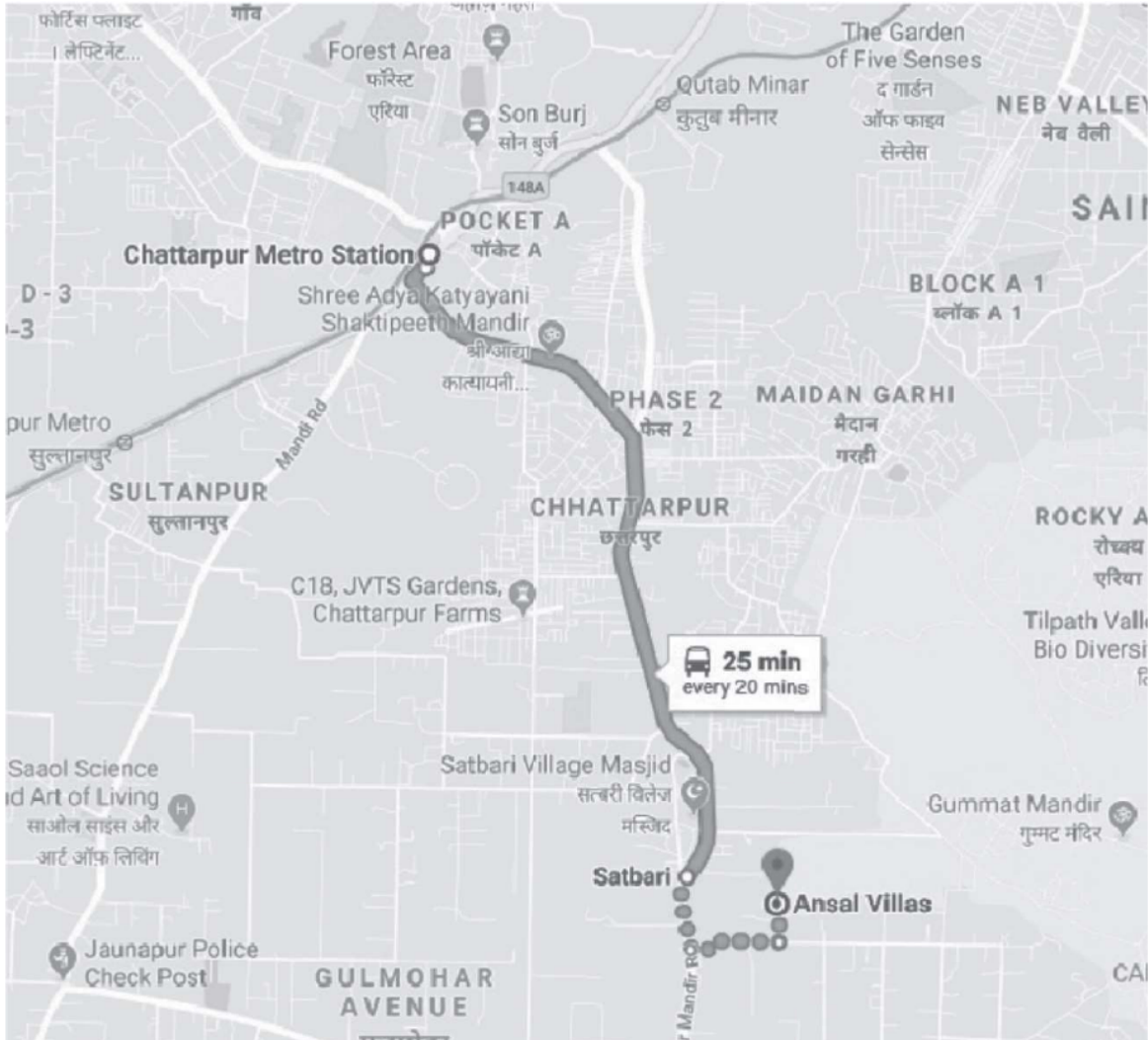
(in block capitals)

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting

# Book Post

(Printed Matter)

## ROUTE MAP FOR ANNUAL GENERAL MEETING



VENUE: E-15, ANSAL VILLAS, SATBARI, NEW DLEHI-110030

*if undelivered, please return to:*



**Mefcom Capital Markets Ltd.**

5th Floor, Sanchi Building,

77, Nehru Place, New Delhi - 110019

Ph. : +91-11-4650 0500

E-mail : [secretarial@mefcom.in](mailto:secretarial@mefcom.in), [accounts@mefcom.in](mailto:accounts@mefcom.in)

Website : [www.mefcom.in](http://www.mefcom.in)