

# **CHANDRIMA MERCANTILES LIMITED**

(CIN: L51909GJ1982PLC086535)

Reg off: 3-7<sup>th</sup> FL.A, Sapath-4, Prahlad Nagar, Sarkhej Gandhinagar Highway, Satellite,  
Ahmedabad, Gujarat- 380015.

Ph no: +91-79-26936633,

Email Id: [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com) Website: [ww.chandrimamercantiles.com](http://ww.chandrimamercantiles.com)

---

**Date:** 10<sup>th</sup> January, 2021

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir / Madam,

**Sub: Annual Report 2019-20**

**Ref: CHANDRIMA MERCANTILE LIMITED (Security Id/Code: CHANDRIMA/540829)**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the 38<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 31<sup>st</sup> December, 2020 at 5:00 PM at the Registered Office of the Company.

Kindly take on record and oblige us.

For, **CHANDRIMA MERCANTILE LIMITED**



**Kaupilkumar Shah**  
**Whole-Time Director**  
**DIN: 08937535**

**CHANDRIMA MERCANTILES  
LIMITED**

**38<sup>TH</sup> ANNUAL REPORT**

**2019-20**

## INDEX

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Company Information	4
2.	Notice of Annual General Meeting	5 to 18
3.	Board's Report	19 to 24
4.	Annexure to the Board's Report	25 to 34
5.	Independent Auditor's Report	35 to 45
6.	Financial Statements for the Financial Year 2019-20	
6(a).	Balance Sheet	46
6(b).	Statement of Profit and Loss	47
6(c).	Notes to Financial Statement	48 to 55
6(d).	Cash Flow Statement	56
6(e).	Notes to Accounts	57 to 61
7.	Attendance Slip	62
8.	Proxy Form	63
9.	Ballot Paper	64

### Company Information

<b>Board of Directors</b>	:	Mr.Kaupilkumar Shah : Whole – Time Director Ms. Shitalben Shah : Non-Executive Director Mr. Rakeshkumar Zala : Independent Director
<b>Audit Committee</b>	:	Mr. Kaupilkumar Shah : Chairman Ms. Shitalben Shah : Member Mr. Rakeshkumar Zala : Member
<b>Nomination and Remuneration Committee</b>	:	Mr. Rakeshkumar Zala : Chairman Ms. Shitalben Shah : Member
<b>Stakeholders’ Relationship Committee</b>	:	Ms. Shitalben Shah : Chairman Mr. Kaupilkumar Shah : Member Mr. Rakeshkumar Zala : Member
<b>Key Managerial Personnel</b>	:	Mr. Kaupilkumar Shah : Whole-Time Director Mr. Jignesh Patel : Company Secretary Mr. Kaupilkumar Shah : CFO
<b>Statutory Auditor</b>	:	M/s. Gopal C. Shah & Co. Chartered Accountants, Ahmedabad
<b>Secretarial Auditor</b>	:	Gaurav Bachani & Associates, Company Secretaries, Ahmedabad
<b>Share Transfer Agent</b>	:	Skyline Financial Services Pvt. Ltd, Shop No.D-153A, I - Area, Okhla Phase – I, Okhla Industrial Area, New Delhi – 110 020
<b>Registered Office</b>	:	723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad – 380 004

## **NOTICE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of the Shareholders of **Chandrima Mercantiles Limited** will be held on Thursday, 31<sup>st</sup> December, 2020 at 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad - 380 004 at 05:00 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and Statement of Profit and Loss accounts together with the notes & schedules forming part thereof and Cash Flow Statement for the Financial Year ended on that date, and the reports of the Board of Directors ("The Board") and Auditor thereon.
2. To appoint a director in place of Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT**, Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

### **SPECIAL BUSINESS:**

3. Appointment of Mr. Kaupilkumar Shah as a Whole - Time Director of the Company.

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 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 for the time being in force) read with Schedule V of the Companies Act, 2013 and applicable article of the Articles of Associations of the Company and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such condition as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and on recommendation of the Nomination and Remuneration Committee and as agreed by the Board of Directors (herein after referred to as the Board which term shall, unless repugnant to the context by the Board in this behalf, be deemed to include the Nomination and Remuneration Committee of the Board) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Kaupilkumar Shah as Whole-time Director of the Company, for a period of 5 years with effect from 1<sup>st</sup> January, 2021 to 31<sup>st</sup> December, 2025 on the terms and conditions including the remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and / or remuneration it may and as may be acceptable to Mr. Kaupilkumar Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**“RESOLVED FURTHER THAT**, the remuneration payable to Mr. Kaupilkumar Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT**, the Board 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 Directors or Director(s) to give effect to the afore said resolution.”

4. Appointment of Ms. Shitalben Shah as a Non – Executive Director of the Company.

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

**“RESOLVED THAT**, in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shitalben Shah (DIN: 08935979) who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT**, the Board 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 Directors or Director(s) to give effect to the aforesaid resolution.”

5. Appointment of Mr. Rakeshkumar Zala as an Independent Director of the Company.

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakeshkumar Zala (DIN: 08973414), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires as on this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent 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 with effect from 1<sup>st</sup> January, 2021 to 31<sup>st</sup> December, 2025.”

**“RESOLVED FURTHER THAT**, the Board 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 Directors or Director(s) to give effect to the aforesaid resolution.”

**6. Reclassification of Promoters share holding in the Company.**

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

**“RESOLVED THAT**, pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactment(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the members be and is hereby accorded for re-classification of following persons forming part of Promoter Group from “Promoter & Promoter Group Category” to “Public Category”:

1. Roshanlal Aggarwal
2. Upendra Hiralal Dalal
3. Rekha Fogle
4. Deoki Nandan Fogla
5. Santosh Fogla
6. Sushila Fogla

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing resolution to any Committee of the Board or to any director(s) / officer(s) / employee(s) of the Company as it may consider appropriate, including authorization for submitting/filing of necessary application(s), form(s) and return(s) with the Registrar of Companies, Ahmedabad, Ministry of Corporate Affairs, Stock Exchange and any other concerned authorities, as may be necessary, and to do all such acts, deeds and things as may be expedient or desirable to give effect to the foregoing resolution.”

**Registered Office:**

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate  
Madhupura, Shahibaug,  
Ahmedabad – 380 004

**Date:** 8<sup>th</sup> December, 2020

**Place:** Ahmedabad

**By the Order of the Board of  
Chandrima Mercantile Limited**

**Sd/-**

**Kaupilkumar Shah  
Whole-Time Director  
DIN: 08937535**

**Sd/-**

**Rakeshkumar Zala  
Director  
DIN: 08973414**

### Notes:

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE THIRTY EIGHTH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A person can act as a proxy on behalf of maximum of 50 shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A shareholder holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Every shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
3. A proxy form is enclosed herewith. In case a shareholder wants to appoint a proxy, a duly completed and stamped proxy form must reach the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate shareholders/Institutional Investors intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Thirty Eighth Annual General Meeting.
5. Shareholders who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and shareholders are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Skyline Financial Services Private Limited, Shop No.D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - 1, New Delhi - 110 020 Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the Thirty Eighth Annual General Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
7. As per SEBI Circular dated 12<sup>th</sup> May, 2020, Physical Copy of the Annual Report for the 38<sup>th</sup> AGM inter-alia is not required to be sent; therefore Annual Report is being sent only through electronic mode to those Members as on 20<sup>th</sup> November, 2020, whose email addresses are registered with the Company / Depositories. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com) or Skyline Financial Services Private Limited at [info@skylinetra.com](mailto:info@skylinetra.com) / [admin@skylinerta.com](mailto:admin@skylinerta.com). Members may note that the Notice and Annual Report 2019-20 will also be available on website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 and 21 of Companies (Management and Administration (Rules), 2014 as amended from time to time and pursuant to Regulation 44 of SEBI (LODR), 2015 the Company is pleased to provide the shareholders of the Company facility to exercise their right to vote by electronic means for the resolution set forth in this notice through remote E- voting services provided by Central Depository Services (India) Limited (CDSL). The detail instructions for E -Voting are annexed to this Notice separately.



9. Shareholders are also informed that voting shall be by both the means i.e. polling paper and E – voting. Shareholders who could not vote through remote E-Voting can exercise their voting rights at the Thirty Eighth Annual General Meeting. The Company will make arrangements of polling papers in this regard at the Meeting’s Venue. The shareholders attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right to vote at the meeting.
10. However, the shareholders who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case the shareholders have cast their vote, through E - Voting and Polling Papers, then voting through E-voting shall prevail and voting done by Polling Papers shall be treated as invalid.
11. The Company has set 24<sup>th</sup> December, 2020 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Thirty Eighth Annual General Meeting, for both E- Voting and Voting by Physical Mode through polling papers.
12. The Board of Directors of the Company has appointed Gaurav Bachani & Associates, Company Secretaries, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper voting process for the Thirty Eighth Annual General Meeting in a fair and transparent manner.
13. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the E-voting & Paper Poll Votes indicates that the requisite majority of the Shareholders had assented to the Resolution.
14. The scrutinizer shall, immediately after the conclusion of voting at the Thirty Eighth Annual General Meeting, first count the votes cast at the meeting, 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 make, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith. After declaration, the result of the E-voting and Paper Poll Votes will be posted on the website of BSE Limited, where the shares of the Company are listed.
15. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
16. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
17. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 24<sup>th</sup> December , 2020 (the “Cut-off” date) can exercise remote E-Voting by obtaining the Login Id and Password by sending an email to [www.evotingindia.com](http://www.evotingindia.com) by mentioning their Folio No./ DP ID/ and Client ID No. However, if such shareholder is already registered with CDSL for remote E-Voting then the existing user ID and password can be used for casting their vote.
18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their depository participant(s).
19. The route map showing directions to reach the venue of the Thirty Eighth Annual General Meeting is annexed.
20. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice as per Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.
21. In terms of the provisions of Section 152 of the Act, Mr. Kaupilkumar Shah, Whole – Time Director of the Company, who retires by rotation at this Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company re-commend his re-appointment.

22. Mr. Kaupilkumar Shah is interested in the Ordinary Resolutions set out at Item No. 2 and 3, of the Notice with regard to his re-appointment. Ms. Shitalben Shah, Non- Executive Director, is relative of Mr. Kaupilkumar Shah, may be deemed to be interested in the resolution set out at Item No. 2 and 3 of the Notice.
23. Ms. Shitalben Shah is interested in the Ordinary Resolutions set out at Item No. 4, of the Notice with regard to his re-appointment. Mr, Kaupilkumar Shah, Whole-time Director, is relative of Ms. Shitalben Shah, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.
24. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2, 3 and 4 of the Notice
25. The Register of Members and Share Transfer Books will remain closed from 25<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
26. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address :  
Skyline Financial Services Private Limited, Shop No.D-153A, I - Area, Okhla Phase - I, Okhla Industrial Area, New Delhi - 110 020
27. General information on E- Voting: -
  - i. Date wise info: 28<sup>th</sup> December , 2020 (9.00 AM) till 30<sup>th</sup> December, 2020 (5.00 PM)
  - ii. The Voting rights of the shareholders will be in proportion of their shares as on 24<sup>th</sup> December, 2020 to the paid up share capital of the Company.
  - iii. The scrutinizer shall 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 make a consolidated scrutinizer's report of the votes cast in favour or against, in not later than three days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
  - iv. The Voting results of the Thirty Eighth Annual General Meeting so declared shall be immediately placed on the website of Stock Exchange i.e. BSE Limited

**The Instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 38<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an Agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through Physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28<sup>th</sup> December, 2020 and ends on 30<sup>th</sup> December, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 24<sup>th</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID.
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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 Folio number.</li> <li>In case the sequence 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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 (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name i.e. Chandrima Mercantiles Limited, on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login 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.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No: 3**

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr. Kaupilkumar Shah as an Additional Director with effect from 28<sup>th</sup> October, 2020. Further in Board Meeting dated 8<sup>th</sup> December, 2020 has appointed Mr. Kaupilkumar Shah as Whole-Time Director of the Company.

Mr. Kaupilkumar Shah possesses appropriate skills, experience and knowledge in the field of Finance. Brief resume of Mr. Kaupilkumar Shah, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Kaupilkumar Shah.

Save and except Mr. Kaupilkumar Shah and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

**Item No: 4**

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors in their meeting held on 28<sup>th</sup> October, 2020 has appointed Ms. Shitalben Shah as an Additional Director. Ms. Shitalben Shah is a Non Executive Director on the Board of the Company.

Ms. Shitalben Shah possesses appropriate skills, experience and knowledge in the field of Administration. Brief resume of Ms. Shitalben Shah, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

Keeping in view of her experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Shitalben Shah as a Director.

Save and except Ms. Shitalben Shah and her relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company

and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

**Item No: 5**

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr. Rakesh Kumar Zala as an Additional Director with effect from 26<sup>th</sup> November, 2020. Mr. Rakesh Kumar Zala is an Independent Director on the Board of the Company.

The Company has received a declaration from Mr. Rakesh Kumar Zala that he meets with criteria of independence as prescribed under Section 149 of the Companies Act, 2013. Mr. Rakesh Kumar Zala possesses appropriate skills, experience and knowledge in the field of Marketing. Brief resume of Mr. Rakesh Kumar Zala, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr. Rakesh Kumar Zala fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Rakesh Kumar Zala as an Independent Director.

Save and except Mr. Rakesh Kumar Zala and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

**Item No: 6**

Regulation 31A of the SEBI ( Listing Obligations and disclosure Requirements) Regulations, 2015 ( hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group person /entities pursuant to Regulations, 31 A of the Listing Regulations, 2015 re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

Mr. Roshanlal Aggarwal, Upendra Hiralal Dalal, Rekha Fogle, Deoki Fogla, Santosh Fogl and Sushila Fogla are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulations 2(1)(zb)(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

<b>Name of applicants classified Under Promoter Group Category</b>	<b>No of shares held</b>	<b>% of the paid up capital</b>
Roshanlal Aggarwal	0	0.00
Upendra Hiralal Dalal	0	0.00
Rekha Fogle	0	0.00
Deoki Nandan Fogla	0	0.00
Santosh Fogla	0	0.00
Sushila Fogla	0	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly whatsoever with any activity of the Company. Further the other persons/corporate in the Promoter Group of the Company do not have any control over the affairs and decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly exercise control, over the affairs of the Company. They are also not holding any post of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also any of the Promoters have no interest in the profession/ business being carried on by these Applicants.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 12<sup>th</sup> February, 2018, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 1 % of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

**Registered Office:**

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate  
Madhupura, Shahibaug,  
Ahmedabad – 380 004

**Date:** 8<sup>th</sup> December, 2020

**Place:** Ahmedabad

**By the Order of the Board of  
Chandrima Mercantile Limited**

**Sd/-**

**Kaupilkumar Shah  
Whole-Time Director  
DIN: 08937535**

**Sd/-**

**Rakeshkumar Zala  
Director  
DIN: 08973414**

### Annexure to the Explanatory Statement

1. Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Resolution No. 2, 3, 4 and 5 is as under:

Name of the Director	Mr. Kaupilkumar Shah
Date of Birth	18/08/1943
Date of first Appointment on the Board	28/10/2020
Qualifications	B.Com
Experience/Brief Resume/ Nature of expertise in specific functional areas;	Finance
Terms and Conditions of Appointment along with remuneration sought to be paid	0.00
Remuneration last drawn by such person, if any	0.00
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se;	Shitalben Shah
Number of Meetings of the Board attended during the year	0
Directorship / Designated Partner in other Companies / LLPs	0
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	0

Name of the Director	Ms. Shital Shah
Date of Birth	02/08/1977
Date of first Appointment on the Board	28/10/2020
Qualifications	B.Com
Experience/Brief Resume/ Nature of expertise in specific functional areas;	Management
Terms and Conditions of Appointment along with remuneration sought to be paid	0.00
Remuneration last drawn by such person, if any	0.00
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between	Mr. Kaupilkumar Shah

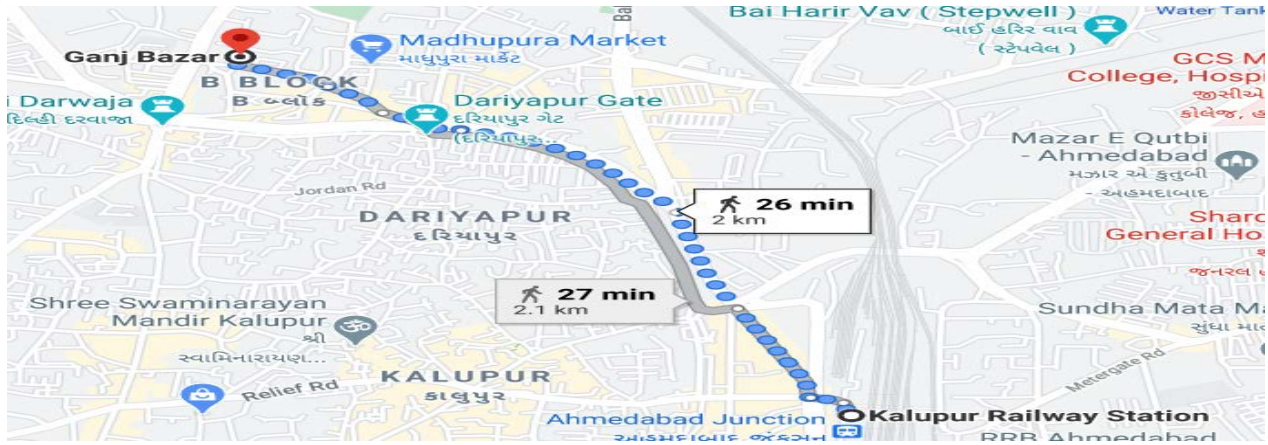


directors inter-se;	
Number of Meetings of the Board attended during the year	5
Directorship / Designated Partner in other Companies / LLPs	0
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	0

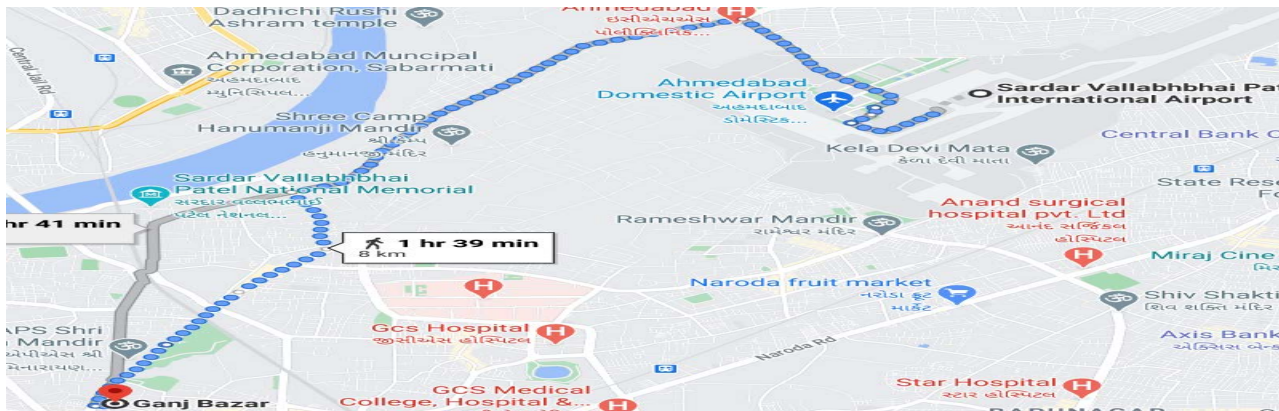
<b>Name of the Director</b>	<b>Mr. Rakesh Zala</b>
Date of Birth	31/12/1983
Date of first Appointment on the Board	26/11/2020
Qualifications	B.com
Experience/Brief Resume/ Nature of expertise in specific functional areas;	Management
Terms and Conditions of Appointment along with remuneration sought to be paid	0.00
Remuneration last drawn by such person, if any	0.00
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2020	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se;	N.A.
Number of Meetings of the Board attended during the year	0
Directorship / Designated Partner in other Companies / LLPs	0
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	0

## Route Map to the venue of the 38<sup>th</sup> Annual General Meeting as per Secretarial Standard-2 Prominent Land Mark of the Venue

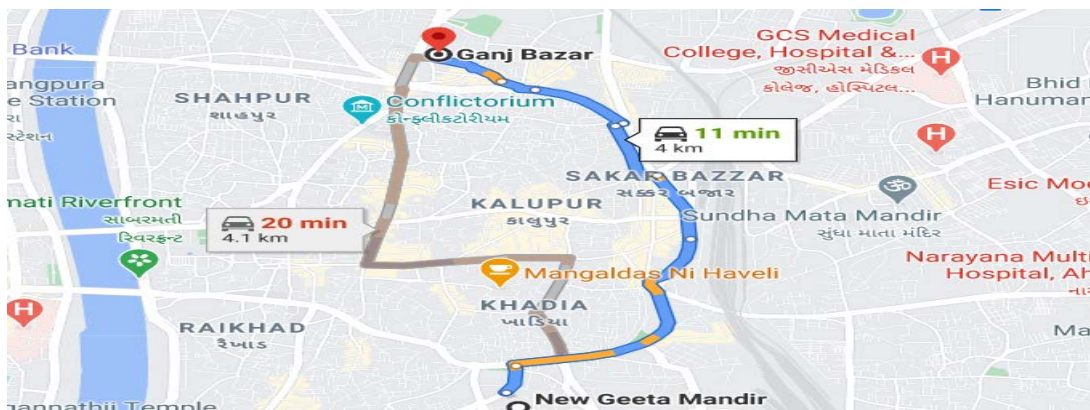
### A. From Kalupur Railway Station



### B. From Ahmedabad Airport



### C. From Ahmedabad Central Bus Station



## BOARD'S REPORT

To,  
The Members,

Your Directors present the 38<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the Financial Year ended on 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULT

The financial performance of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and for the previous Financial Year ended on 31<sup>st</sup> March, 2019 is given below:

(Amount in Rs.)

Particulars	2019-2020	2018-2019
Revenue from Operations	00	00
Other Income	7,56,488	5,63,341
<b>Total Income</b>	<b>7,56,488</b>	<b>5,63,341</b>
<b>Total Expenses</b>	<b>7,66,634</b>	<b>4,62,718</b>
<b>Profit / (Loss) Before Tax</b>	<b>(10,146)</b>	<b>1,00,623</b>
Current Tax	-	-
Deferred Tax	-	-
<b>Profit / (Loss) for the Period</b>	<b>(10,146)</b>	<b>1,00,623</b>

### 2. OPERATIONS

Total Income for Financial Year 2019-20 is Rs. 7,56,488/- compared to the Total Income of Rs. 5,63,341/- of Previous Year. The loss after tax of the Company for the Financial Year 2019-20 stood at Rs. 10,146/- as compared to profit after tax for Previous Year of Rs. 1,00,623/-.

### 3. CHANGE IN NATURE OF BUSINESS, IF ANY

There were no changes in the nature of business of the Company during the year under review.

### 4. ANNUAL RETURN

The extract of the Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT - 9 is enclosed herewith as **Annexure 1** and the same has been placed at the Company's website under Section Investors - Annual Report.

### 5. BOARD MEETINGS AND ATTENDANCE

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 8 (Eight) times viz. 25<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 3<sup>rd</sup> September, 2019, 13<sup>th</sup> November, 2019, 29<sup>th</sup> November, 2019, 30<sup>th</sup> January, 2020, 13<sup>th</sup> February, 2020 & 23<sup>rd</sup> March, 2020.

## **6. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on March 31, 2020 the applicable accounting standards have been followed and there are no material departure from the same,
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year and of the profit of the Company for the Financial Year ended on March 31, 2020,
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- d. The directors had prepared the Annual Accounts on a going concern basis,
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **7. COMMENT ON AUDITORS' REPORT**

There were no qualifications, reservations, adverse remarks or disclaimer made by the Auditors in their report on the financial statement of the Company for the Financial Year ended on March 31, 2020.

Maintenance of cost records as specified under Companies Act, 2013 is not applicable to the Company.

## **8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The details of loans, investment, guarantees and securities covered under the provisions of section 186 of the Companies Act, 2013 are provided in the financial statement.

## **9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the year the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

## **10. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has its Internal Financial Control systems commensurate with operations of the Company. The management regularly monitors the safeguarding of its assets, prevention and detection of frauds and errors, and the accuracy and completeness of the accounting records including timely preparation of reliable financial information.

The Head of Internal Audit together with External Audit consults and reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects.

## **11. RESERVES**

The Company has a Closing Balance of Rs. **10,908,887/-** as Reserve and Surplus as on 31.03.2020.

The Closing Balance of Reserves and Surplus is bifurcated as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (in Rs.)</b>
1.	Balance at the beginning of the year	30,55,439
2.	Current Year's Profit / (Loss)	(10,146)
3.	Amount of Securities Premium and other Reserves	78,63,540
<b>Total</b>		<b>10,908,887</b>

## **12. DIVIDEND**

To conserve resources for future prospect and growth of the Company, your Directors regret to declare Dividend for the Financial Year 2019-20 (Previous year - Nil).

## **13. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT**

Apart from the change as mentioned below, no material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year to which this financial statement relates and up till the date of Report.

## **14. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the year under review, there was no unpaid or unclaimed dividend in the "Unpaid Dividend Account" lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.

## **15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is not given as the Company has not taken any major step to conserve the energy etc. Further, there was no foreign exchange earnings and outgo during the financial year 2019-20 (Previous Year - Nil).

## 16. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place, a mechanism to identify, assess, monitor and mitigate various risks towards the key business objectives of the Company. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

## 17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Directors and Key Managerial Personnel of the Company are summarized below:

Sr. No.	Name	Designation	DIN / PAN
1.	Kaupilkumar Shah <sup>3</sup>	Whole – Time Director	08937535
2.	Shitalben Kaupilkumar Shah <sup>1</sup>	Non-Executive Director	08935979
3.	Rakesh Kumar Zala <sup>2</sup>	Independent Director	08973414
4.	Kaupilkumar Shah <sup>3</sup>	CFO	--
5	Jinal Modi <sup>4</sup>	Managing Director	07153155
6	Kunal Mehta <sup>5</sup>	Director	07157524
7	Pooja Kumari <sup>6</sup>	Director	07147312
8	Sanjay Lodaya <sup>7</sup>	CFO	AAOPL6656M
9	Parth Patel <sup>8</sup>	Company Secretary	CBDPP9586J
10	Nili Kamlesh <sup>9</sup>	Independent Director	02360419
11	Jignesh Patel <sup>3</sup>	Company Secretary	--

<sup>1</sup> Ms. Shitalben Shah is appointed as Non-Executive Director to the board of the Company w.e.f. 28<sup>th</sup> November, 2020.

<sup>2</sup> Mr. Rakesh Kumar Zala is appointed as Independent Director to the board of the Company w.e.f. 26<sup>th</sup> November, 2020.

<sup>3</sup> Mr. Kaupilkumar Shah is appointed as Whole-Time Director & CFO of the Company w.e.f. 8<sup>th</sup> December, 2020.

<sup>4</sup> Mr. Jinal Modi has resigned from the post of Managing Director of the Company w.e.f. 31<sup>st</sup> October, 2020.

<sup>5</sup> Mr. Kunal Mehta resigned from the post of Director of the Company w.e.f. 26<sup>th</sup> November, 2020.

<sup>6</sup> Ms. Pooja Kumari has resigned from the post of Director of the Company w.e.f. 28<sup>th</sup> October, 2020.

<sup>7</sup> Mr. Sanjay Lodaya was appointed as CFO on 19<sup>th</sup> October, 2019 & has resigned from the post of CFO of the Company w.e.f. 23<sup>rd</sup> March, 2020.

<sup>8</sup> Mr. Parth Patel was appointed as Company Secretary w.e.f. 30<sup>th</sup> January, 2020 & has resigned from the post w.e.f. 29<sup>th</sup> April, 2020.

<sup>9</sup> Mr. Nili Kamlesh was appointed as Independent Director of the Company w.e.f. 29<sup>th</sup> November, 2019 and has resigned from the post w.e.f. 23<sup>rd</sup> March, 2020.

## 18. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Rakesh Kumar Zala, Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and they qualify to be Independent Directors. They have also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16 (1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The confirmations were noted by the Board.

## 19. CORPORATE GOVERNANCE

Since the paid up Capital of Company is less than Rs. 10 Crores and Turnover is less than Rs. 25 Crores therefore by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Board's Report.

## 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

## 21. DEPOSITS

As per Section 73 of the Companies Act, 2013 the Company has neither accepted nor renewed any deposits during the Financial Year. Hence the Company has not defaulted in repayment of deposits or payment of interest during the financial year.

## 22. STATUTORY AUDITOR

M/s. Gopal C. Shah & Co., Chartered Accountants, Ahmedabad were appointed as the Statutory Auditors of the Company for a period of 5 (five) years. The Auditor's report for the Financial Year ended March 31, 2020 has been issued with an unmodified opinion by the Statutory Auditors.

## 23. SECRETARIAL AUDITOR

The Board appointed M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad to conduct Secretarial Audit for the Financial Year 2019-20. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2020 is annexed herewith marked as **Annexure-2** to this Report.

## 24. DISCLOSURES

### A. Composition of Audit Committee:

During the year under review, meeting of the Audit committee was held on 25<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 3<sup>rd</sup> September, 2019, 13<sup>th</sup> November, 2019, & 13<sup>th</sup> February, 2020 & the members of the Committee are as follows:

Name	Designation
Kaupilkumar Shah	Chairman
Shitalben Shah	Member
Rakeshkumar Shah	Member

(The details of Committee members are as on the date of Boards' Report)

During the year all the recommendations made by the Audit Committee were accepted by the Board.

### B. Composition of Nomination and Remuneration Committee:

During the year under review, meeting of the Nomination and Remuneration committee, was held on 3<sup>rd</sup> September, 2019, 29<sup>th</sup> November, 2019, 30<sup>th</sup> January, 2020 & 23<sup>rd</sup> March, 2020 & the members of the Committee are as follows:

Name	Designation
Rakesh Kumar Zala	Chairman
Shitalben Shah	Member

(The details of Committee members are as on the date of Boards' Report)

C. Composition of Stakeholders' Relationship Committee:

During the year under review, meeting of the Stakeholders' Relationship committee was held on 3<sup>rd</sup> September, 2019 & the members of the Committee are as follows:

Name	Designation
Shitalben Shah	Chairman
Rakesh Kumar Zala	Member
Kaupilkumar Shah	Member

(The details of Committee members are as on the date of Boards' Report)

**25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as confirmed by the Internal Complaints Committee as constituted by the Company.

**26. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per **Annexure - 3**.

**27. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

**Registered Office:**

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate  
Madhupura, Shahibaug,  
Ahmedabad - 380 004

**Date:** 8<sup>th</sup> December, 2020

**Place:** Ahmedabad

**By the Order of the Board of  
Chandrima Mercantile Limited**

Sd/-

**Kaupilkumar Shah**  
**Whole-Time Director**  
**DIN: 08937535**

Sd/-

**Rakeshkumar Zala**  
**Director**  
**DIN: 08973414**



**FORM No. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on Financial Year ended on 31.03.2020  
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management & Administration) Rules, 2014**

**I. REGISTRATION & OTHER DETAILS**

<b>Sr. No.</b>	<b>CIN</b>	L51909GJ1982PLC086535
1	Registration Date	27/12/1982
2	Name of the Company	Chandrima Mercantiles Limited
3	Category/Sub-category of the Company	Company Limited By Share / Indian Non-Government Company
4	Address of the Registered Office & Contact Details	723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad - 380 004
5	Whether Listed Company	Yes (Listed In BSE)
6	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, Shop No. D-153A, I - Area, Okhla Phase - I, Okhla Industrial Area, New Delhi - 110 020

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the Total Turnover of the Company shall be stated:-

<b>Sr. No.</b>	<b>Name and Description of the Main Products / Service</b>	<b>NIC Code of the Product/Service</b>	<b>% to Total Turnover of the Company</b>
1	Trading of different types of Jewelries, Bullion Ornaments.	47733	NIL

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name and Address of the Company</b>	<b>CIN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares held</b>	<b>Applicable Section</b>
	NIL				

**(i) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	346500	346500	15.67	0	0	0	0.00	15.67
b) Central Govt	0	0	0	0.00	0	0	0	0.00	--
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	--
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	--
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	--
f) Any Other	0	0	0	0.00	0	0	0	0.00	--
<b>Sub-total (A)</b>	0	346500	346500	15.67	0	0	0	0.00	15.67
<b>(1):-</b>									
(2) Foreign									
a) NRIs	0	0	0	0.00	0	0	0	0.00	--
Individuals									
b) Other	0	0	0	0.00	0	0	0	0.00	--
Individuals									
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	--
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	--
e) Any Other....	0	0	0	0.00	0	0	0	0.00	--
<b>Sub-total (A)</b>									
<b>(2):-</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	0	346500	346500	15.67	0	0	0	0.00	15.67
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	--
b) Banks/FI									
c) Central Govt	0	0	0	0.00	0	0	0	0.00	--
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	--
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	--
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	--
g) FII's									
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	--

i)Any Others (specify)	0	0	0	0.00	0	0	0	0.00	--
<b>Sub-total (B)(1):-</b>									--
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0.00	0	0	0	0.00	--
ii) Overseas	0	0	0	0.00	0	0	0	0.00	--
b) Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	416790	416790	18.85	0	2151670	2151670	97.30	78.45
ii)Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	1448010	1448010	65.48	0	59630	59630	2.70	(62.78)
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>									
Total Public Shareholding (B) = (B)(1) + (B)(2)	0	1864800	1864800	84.33	0	2211300	2211300	100	15.67
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>22,11,300</b>	<b>22,11,300</b>	<b>100</b>	<b>0</b>	<b>22,11,300</b>	<b>22,11,300</b>	<b>100</b>	<b>100</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Roshanlal Aggarwal	175500	7.94	-	0	0.00	-	(7.94)
2	Upendra Hiralal Dalal	171000	7.73	-	0	0.00	-	(7.73)
3	Rekha Fogle	0	0.00	-	0	0.00	-	-
4	Deoki Nandan Fogla	0	0.00	-	0	0.00	-	-
5	Santosh Fogla	0	0.00	-	0	0.00	-	-
6	Sushila Fogla	0	0.00	-	0	0.00	-	-

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

The change in Promoters' holding during the Financial Year 2019-20 is as below:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Roshanlal Aggarwal	175500	7.94	-	0	0.00	-	(7.94)
2	Upendra Hiralal Dalal	171000	7.73	-	0	0.00	-	(7.73)

**(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name of Shareholder	Shareholding at the end of the year	
		No. of shares	% of total shares of the Company
1	Bimesh Arvindbhai Jani	313560	14.83
2	Rajeshbhai R. Rajput	288000	13.63
3	Pithadia Vipul Bharatbhai	121500	5.75
4	Jayesh Vaghela	108000	5.11
5	Ajaybhai Bhikhabhai Gosai	108000	5.11
6	Suresh Yadav	107100	5.07
7	Durgeshkumar Kalidas Sathvara	105000	4.97
8	Vyas Nayan Shivshankar	105000	4.97
9	Jitendra Mistri	103950	4.92
10	Parmar Mukeshkumar	103560	4.90

**(v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Kaupilkumar Shah	0	0.00	0	0.00
2	Rakeshkumar Zala	0	0.00	0	0.00
3	Shitalben Shah	0	0.00	0	0.00

(vi) **INDEBTEDNESS**

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year	0	0	0	0
Principal Amount				
Interest due but not paid				
Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Change in Indebtedness during the Financial Year				
Addition	0	6800000	0	6800000
Reduction	0	0	0	0
Net Change	0	6800000	0	6800000
Indebtedness at the end of the Financial Year				
Principal Amount	0	6800000	0	0
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>6800000</b>	<b>0</b>	<b>6800000</b>

(vii) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

There is no remuneration paid to any Managing Director, Whole-time Director and/or Manager.

**B. Remuneration to Other Directors**

There is no remuneration paid to any Director.

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

There is no remuneration paid to Key Managerial Personnel other than MD/Manager/WTD.

(viii) **PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:** NIL

**Registered Office:**

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate  
Madhupura, Shahibaug,  
Ahmedabad – 380 004

**Date:** 8<sup>th</sup> December, 2020

**Place:** Ahmedabad

By the Order of the Board of  
Chandrima Mercantile Limited

Sd/-

Kaupilkumar Shah  
Whole-Time Director  
DIN: 08937535

Sd/-

Rakeshkumar Zala  
Director  
DIN: 08973414

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

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

To,  
The Members of  
**Chandrima Mercantiles Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chandrima Mercantiles Limited** (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **Chandrima Mercantiles Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Chandrima Mercantiles Limited** ("the Company") for the Financial Year ended on 31<sup>st</sup> March, 2020, according to the provisions of:-

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period).
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

I have also examined Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.as mentioned aboveexcept:

1. *Website of the Company was not found*
2. *Proof of Newspaper Advertisement as per Regulation 47 is not found.*
3. *Proof of Dispatch of Notice to Shareholders is not found.*

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**FOR, GAURAV BACHANI & ASSOCIATES,  
COMPANY SECRETARIES**

**SD/-  
GAURAV V. BACHANI  
PROPREITOR  
ACS: 61110  
COP: 22830  
FRN: S2020GJ718800**

**Date:8<sup>th</sup>December, 2020  
Place: Ahmedabad**

This report is to be read with our letter of even date which is annexed as Annexure - 1 and forms an integral part of this report.

To,  
The Members  
**Chandrima Mercantiles Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR, GAURAV BACHANI & ASSOCIATES,  
COMPANY SECRETARIES**

**SD/-  
GAURAV V. BACHANI  
PROPREITOR  
ACS: 61110  
COP: 22830  
FRN: S2020GJ718800**

**Date: 8<sup>th</sup> December, 2020  
Place: Ahmedabad**



**Management Discussion and Analysis Report**

**A. Industry structure and developments**

In the last six years, Indian markets have witnessed a spurt in volumes at 34.4% Compound Annual Growth Rate (CAGR) from F.Y. 2013 to F.Y. 2019. The industry volumes Average Daily Turnover (excluding proprietary) was up by 55% YoY. In this, while the gross equity ADTO increased by 11%, delivery ADTO contribution decreased to 24%. There was a substantial growth in the number of new retail investors entering the equity market, as witnessed through the number of NSDL and CDSL Demat Accounts being opened in F.Y. 2020, which was up by 25% as compared to F.Y.2019. The volatility in market is expected to encourage trading turnover, the recent corrections in valuations on account of the COVID-19 impact, coupled with the cautious investor stance, would have a bearing on industry revenues in F.Y. 2020. On account of the COVID-19 impact, brokerage companies are expected to report a marginal reduction in revenue and profitability across businesses.

**B. Opportunities and Threats**

**Opportunities:-**

Securities businesses are expected to benefit from the structural shift in the financial savings environment as well as the improving technology infrastructure of India. Some of the broad macro trends that underline the opportunities are:

1. Despite the short-term impact of COVID-19, India is expected to be a relatively high growth economy in the medium to longer term and this augurs well for the capital markets.
2. India has been and is expected to remain a high savings economy. The young working population is expected to increasingly channel a higher share of their savings into financial assets. The growing preference for equity among retail investors, as an asset class coupled with and the relative under-penetration in terms of both market capitalisation to GDP ratio or ratio of investments in shares and debentures to GDP, signify a positive outlook for equity-based businesses in India.

**Threats:-**

Worsening of macro-economic factors and low economic growth can negatively impact the capital market sector thereby affecting business. Movement in crude oil prices is one of the key determinants of the direction of financial markets. It can be bundled with rising account deficits, inflation, depreciating currency, slowdown in foreign investment flows etc thereby posing threat to the business. Uncertainty in the global markets, owing to the increased strain in the advanced economies and emerging economies due to the COVID 19 impact result in volatile capital inflows and currency fluctuations.

**C. Segment-wise or product-wise performance.**

The Company is operating in only one segment. Therefore there is no requirement of Segment wise reporting.

**D. Outlook**

The outlook for the industry is dependent upon key factors such as domestic and global economic growth, buoyancy in primary markets, lack of alternative investment opportunities and technological up-gradation.

A broad-based macro-economic recovery will lead to improved corporate profits, thus supporting higher stock prices and positive equity market sentiments. While FIIs have sold lately, India's structural long-term attractiveness will attract foreign investors.

**E. Risks and concerns.**

The capital market industry is mainly dependent on economic growth of country and capital market is also further affected by number of issues arising out of International policies of foreign government as well any change in international business environment. The industrial growth is very sensitive which is dependent on many factors which may be social, financial, economical or political and also natural climatic conditions in the country. However, with the positive attitude of country which can mitigate the avoidable risks. Geopolitical tensions, raising crude oil prices, rising US bond yields, scams in the banking sector are some of the affecting factors that the country witnessed during the year under review. The country faced the said concerns with positive measures by way of making amendments or introducing new laws that can assist to grow the economy. Foreign investors are very positive for India and trust its policies which are very much investor friendly. It is expected that the said efforts shall continue during the coming years irrespective of the Government which is in power.

**F. Internal control systems and their adequacy.**

The company has implemented proper system for safeguarding the operations/business of the company, through which the assets are verified and frauds, errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements.

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. The company has internal audit and verification at regular intervals.

The requirement of having internal auditor compulsory by statute in case of listed and other classes of companies as prescribed shall further strengthen the internal control measures of company.

**G. Discussion on financial performance with respect to operational performance.**

The financial performance of the Company for the Financial Year 2019-20 is described in the report of Board of Directors' of the Company.

**H. Material developments in Human Resources / Industrial Relations front including number of people employed.**

The cordial employer- employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

**Registered Office:**

723, Ganj Bazar, Hathibhais Vadi, Delhi Gate  
Madhupura, Shahibaug,  
Ahmedabad – 380 004

**Date:** 8<sup>th</sup> December, 2020

**Place:** Ahmedabad

**By the Order of the Board of  
Chandrima Mercantile Limited**

**Sd/-**

**Sd/-**

**Kaupilkumar Shah  
Whole-Time Director  
DIN: 08937535**

**Rakeshkumar Zala  
Director  
DIN: 08973414**

# ***GOPAL C SHAH & CO***

*Chartered Accountants*  
102, Tejshri Residency, Vijay Cross Road,  
Navrangpura, Ahmedabad.  
Tel. No. 26443848  
Email: cagopalcshah@gmail.com

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of **Chandrima Mercantiles Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the financial statements of Chandrima Mercantiles Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of profit and loss, (*statement of changes in equity*) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit/loss, (*changes in equity*) and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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



## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Due to outbreak of COVID-19 globally and in India, the company's management has made initial assessment of likely adverse impact on business and financial risks, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on its operations. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the company, as at the date of approval of these financials statements has used internal sources of information and market base intelligence to arrive at its estimate.

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities;



selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

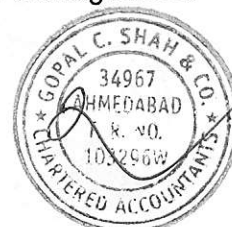
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure B**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Date : 30<sup>th</sup> June, 2020

Place : Ahmedabad

**For, Gopal C. Shah & Co.**

Chartered Accountants

Firm No.103296W



(Gopal C Shah)

Proprietor

M. No. 034967

UDIN: 20034967AAAAAV1563

**“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of Chandrima Mercantiles Limited**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Chandrima Mercantiles Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

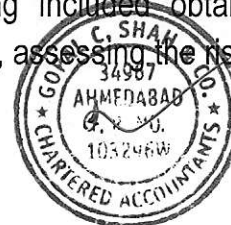
**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a





material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



## Opinion

In our opinion,, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : 30<sup>th</sup> June, 2020  
Place : Ahmedabad

**For, Gopal C. Shah & Co.**  
Chartered Accountants  
Firm No.103296W



(Gopal C Shah)  
Proprietor  
M. No. 034967

UDIN: 20034967AAAAAV1563

## **“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 1 under the heading ‘Report on other Legal & Regulatory Requirement’ of our report of even date)

- (i) In Respect of the Company’s Fixed Assets:

The Company has no Fixed Assets during the year.

- (ii) In respect of Inventories:

The Company has no Inventory during the year.

- (iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

- (iv) In our opinion and according to the information and explanations given to us, there are loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and company has complied all the provision relates to the same.

- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act for the business activities carried on by the company.



(vii) In Respect of Statutory Dues:

- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues, including Income Tax, Sales tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty and any other material statutory dues applicable to it with the appropriate authorities.
- b) According to the information and explanation given to us, there are no dues of Income Tax, Sales tax, Service Tax, Goods and Service Tax, Value Added Tax and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

Sr. No.	Nature of Statute	Amount	Authority
1)	Income Tax Demand AY 12-13	237/-	CPC
2)	TDS Demand	91,800/-	TRACES

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and debenture holders. The Company has had no dues to financial institutions and government.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments or term Loans during the year under audit. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.



- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Date : 30<sup>th</sup> June, 2020  
Place : Ahmedabad

**For, Gopal C. Shah & Co.**  
Chartered Accountants  
Firm No.103296W



*(Signature)*  
**(Gopal C Shah)**  
Proprietor  
M. No. 034967  
UDIN: 20034967AAAAV1563

CHANDRIMA MERCANTILES LIMITED  
Balance Sheet as at March 31, 2020

(Amount in INR)

	Particulars	Note No.	As at March 31, 2020		As at March 31, 2019	
<b>I</b>	<b>ASSETS</b>					
	<b>Non-current assets</b>					
	(a) Property, Plant and Equipment		-	-	-	-
	(b) Capital work-in-progress		-	-	-	-
	(c) Investment Property		-	-	-	-
	(d) Goodwill		-	-	-	-
	(e) Other Intangible assets		-	-	-	-
	(f) Intangible assets under development		-	-	-	-
	(g) Biological Assets other than bearer plants		-	-	-	-
	(h) Financial Assets					
	(i) Investments	14	10,754,000		1,335,324	
	(ii) Trade receivables	15	-		-	
	(iii) Loans	16	13,704,521		21,556,700	
	(iv) Others (to be specified)					
	(j) Deferred tax assets (net)		-		-	
	(k) Other non-current assets	17	-		-	
				<b>24,458,521</b>		<b>22,892,024</b>
<b>II</b>	<b>Current assets</b>					
	(a) Inventories		-		-	
	(b) Financial Assets					
	(i) Investments	18	-		-	
	(ii) Trade receivables	15	-		-	
	(iii) Cash and cash equivalents	19	76,878		25,488	
	(iv) Bank balances other than (iii) above	19	-		-	
	(v) Loans	20	18,406,488		13,234,521	
	(vi) Others (to be specified)					
	(c) Current Tax Assets (Net)		-		-	
	(d) Other current assets	21	-		-	
				<b>18,483,366</b>		<b>13,260,009</b>
	<b>Total Assets</b>			<b>42,941,887</b>		<b>36,152,033</b>
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	<b>EQUITY</b>					
	(a) Equity Share capital	2	25,113,000		25,113,000	
	(b) Instruments entirely equity in nature		-		-	
	(c) Other Equity	3	10,908,887		10,919,033	
				<b>36,021,887</b>		<b>36,032,033</b>
	<b>LIABILITIES</b>					
	<b>Non-current liabilities</b>					
	(a) Financial Liabilities					
	(i) Borrowings	4	6,800,000		-	
	(ii) Trade payables	5	-		-	
	(iii) Other financial liabilities	6	-		-	
	(b) Provisions	7	-		-	
	(c) Deferred tax liabilities (Net)		-		-	
	(d) Other non-current liabilities	8	-		-	
				<b>6,800,000</b>		
<b>II</b>	<b>Current liabilities</b>					
	(a) Financial Liabilities					
	(i) Borrowings	9	-		-	
	(ii) Trade payables	10	40,000		40,000	
	(iii) Other financial liabilities	11	-		-	
	(b) Other current liabilities	12	-		-	
	(c) Provisions	13	80,000		80,000	
	(d) Current Tax Liabilities (Net)		-		-	
				<b>120,000</b>		<b>120,000</b>
	<b>Total Equity and Liabilities</b>			<b>42,941,887</b>		<b>36,152,033</b>

As per our separate report of even date  
See accompanying notes to the financial statements

For, Gopal C. Shah & Co

Chartered Accountants

Firm No. 103296W

(Gopal C. Shah)

Proprietor

M. No. 34967

UDIN:20034967AAAAAV1563

Place: Ahmedabad

Date: 30th June, 2020



For & on behalf of the Board,  
CHANDRIMA MERCANTILES LIMITED

Managing Director

CFO

Director

Company Secretary

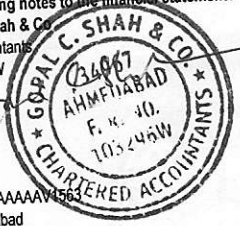
**CHANDRIMA MERCANTILES LIMITED**  
Statement of Profit and Loss for the year ended March 31, 2020

(Amount in INR)

	Particulars	Note No.	For the year ended March 31, 2020		For the year ended March 31, 2019	
I	Revenue from Operations	22	-		563,341	
II	Other Income	23	756,488		-	
III	Net gain on de-recognition of financial assets at amortized cost		-		-	
IV	Net gain on reclassification of financial assets		-	756,488	-	563,341
V	<b>Total Income (I+II+III+IV)</b>					
VI	<b>Expenses</b>					
	Cost of Material Consumed		-		-	
	Excise Duty	24	-		-	
	Purchases of Stock-in-Trade		-		-	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	-		62,000	
	Employee Benefits Expenses	26	72,500		3,888	
	Finance Costs	27	2,224		-	
	Depreciation and Amortization Expense	28	-		-	
	Impairment losses		-		-	
	Net Loss on de-recognition of financial assets at amortized cost		-		-	
	Net Loss on reclassification of financial assets	29	691,910		396,830	
	Other Expenses		-	766,634	-	462,718
	<b>Total Expense (VI)</b>			(10,146)		100,623
VII	Profit/(Loss) before Exceptional items and Tax (V- VI)			-		-
VIII	Exceptional Items			(10,146)		100,623
IX	Profit Before Tax (VII-VIII)			-		-
X	<b>Tax Expense:</b>					
	(a) Current Tax		-		-	
	(b) Deferred Tax		-		-	
				(10,146)		100,623
XI	Profit for the Period from Continuing Operations (IX - X)			-		-
XII	Profit/(Loss) for the Period from Discontinuing Operations			-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			(10,146)		100,623
XV	Profit for the Period (XI + XIV)			-		-
XIV	<b>Other Comprehensive Income</b>					
	(A)(i) Items that will not be reclassified to profit or loss			-		-
	(ii) Income tax relating to items that will not be reclassified to profit and loss			-		-
	(B)(i) Items that will be reclassified to profit or loss to profit and loss			-		-
	(ii) Income tax relating to items that will be reclassified to profit and loss			-		-
XVI	<b>Total Comprehensive Income for the period (XV+ XIV) ( Comprising Profit/(loss) and other Comprehensive Income for the period)</b>			(10,146)		100,623
XVII	Earnings Per Equity Share (For Continuing Operation) :	30		(0.00)		0.05
	(a) Basic			(0.00)		0.05
	(b) Diluted			-		-
XVIII	Earnings Per Equity Share (For Discontinuing Operation):	30		-		-
	(a) Basic			-		-
	(b) Diluted			-		-
XVIX	Earnings Per Equity Share (For Continuing and Discontinuing Operation):	30		(0.00)		0.05
	(a) Basic			(0.00)		0.05
	(b) Diluted			-		-
	<b>Significant Accounting Policies</b>	1				

As per our separate report of even date  
See accompanying notes to the financial statements  
For, Gopal C. Shah & Co  
Chartered Accountants  
Firm No. 103296W

(Gopal C. Shah)  
Proprietor  
M. No. 34967  
UDIN:20034967AAAAA4564  
Place : Ahmedabad  
Date : 30th June, 2020



For & on behalf of the Board,  
**CHANDRIMA MERCANTILES LIMITED**

Managing Director

CFO

Director

Company Secretary

**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 2 - Equity Share Capital**

(a) Particulars	As at March 31, 2020	As at March 31, 2019
Authorised : 25,50,000 Equity Shares (Previous Year 2,50,000) of Rs. 10/- each	25,50,000	25,50,000
<b>TOTAL</b>	<u>25,50,000</u>	<u>25,50,000</u>
Issued, Subscribed and Paid-up : 2211300 Equity Shares (Previous Year 245700) of Rs. 10/- each	22,113,000	22,113,000
300000 Preference Shares (Previous Year 300000) of Rs. 10/- each	3,000,000	3,000,000
Add : Share Forfeited (Current year Trf to Reserve)		
Less : Calls in arrears		
<b>TOTAL</b>	<u>25,113,000</u>	<u>25,113,000</u>

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2020, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2020	As at March 31, 2019
No. of shares at the beginning of the year	2,511,300	2,511,300
Add: Issue of Shares during the year Subscriber to the Memorandum Private Placement	<u>                    </u>	<u>                    </u>
Less: Forfeiture of Shares during the Year	<u>2,511,300</u>	<u>2,511,300</u>
No. of shares at the end of the year	<u>2,511,300</u>	<u>2,511,300</u>

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	As at March 31, 2020	As at March 31, 2019
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	.	.
- No. of shares allotted as fully paid by way of Bonus Shares	.	.
- No. of shares bought back	.	.

(e) Details of shareholders holding more than 5% shares in the company

No. of Shares held by	As at March 31, 2020		As at March 31, 2019	
	Nos.	%	Nos.	%
Roshanlal D Aggarwal	175,500	0	175,500	0
Upendra Hiralal Dalal	171,000	0	171,000	0
Rajeshbhai R. Rajput	288,000	0	288,000	0
Bimehs Arvindbhai Jani	313,560	0	313,560	0

(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.  
The company does not have any such contract / commitment as on reporting date.

(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.  
The company does not have any securities convertible into shares as on reporting date.





**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 3 - Other Equity**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(i) Capital Reserve</b>		
As per last Balance Sheet	-	-
Add: Additions during the year (Share Forfeiture)	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	-	-
<b>(ii) Securities premium account</b>		
Opening balance	7,344,000	7,344,000
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	7,344,000	7,344,000
<b>(ii) General Reserve</b>		
As per last Balance Sheet	-	-
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
Closing balance	-	-
<b>(iii) Special Reserve</b>		
	519,540	519,540
Closing balance	519,540	519,540
<b>(iv) Surplus in the Profit &amp; Loss Account</b>		
As per last Balance Sheet	3,055,493	3,498,058
Add: Profit / (Loss) for the year	(10,146)	100,623
Amount available for appropriations	3,045,347	3,598,681
<b>Appropriations:</b>		
Add: Transferred from reserves	-	-
Less: Written Off Balances	-	(543,188)
Income Tax Refundable	-	-
Closing balance	3,045,347	(543,188)
Income Tax Refundable	-	3,055,493
<b>TOTAL</b>	<b>10,908,887</b>	<b>10,919,033</b>

**Note 4: Non Current Liabilities: Financial Liabilities :  
Borrowing**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Loans From Bank and Financial Institutions</b>		
Secured Loans	-	-
Unsecured Loans	6,800,000	-
Closing balance	6,800,000	-
Term Loan from others		
Secured	-	-
Unsecured	-	-
<b>(b) Loans and advances from related parties</b>		
Secured	-	-
Unsecured	-	-
<b>(c) Other Loan &amp; Advances</b>		
Secured Loans	-	-
Unsecured Loans	-	-
Closing balance	6,800,000	-

**Note 5: Non- Current Liabilities: Financial Liabilities :  
Payables**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(i) Trade Payable</b>	-	-
<b>(ii) Others</b>	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 6: Non- Current Liabilities: Financial Liabilities :  
Others**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(i) Trade Payable</b>	-	-
<b>(ii) Others</b>	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 7: Non Current : Provisions**

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Provision for employee's benefits	-	-
(b) Others (Specify)	-	-

**Note 8: Other Non- Current Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
(i)	-	-
(ii)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 9: Current Liabilities: Financial Liabilities : Borrowing**

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Loans repayable on demand		
From banks		
Secured	-	-
Unsecured	-	-
From Other parties	-	-
(b) Loans and advances		
Secured	-	-
Unsecured	-	-

**Note 10: Current liabilities: Financial Liabilities : Trade Payables**

Particulars	As at March 31, 2020	As at March 31, 2019
Outstanding Dues of Micro, Small and Medium Enterprises	-	-
Outstanding Dues of Other Creditors	40,000	40,000
Outstanding Dues of Other Creditors- Related Party	-	-
	<u>40,000</u>	<u>40,000</u>

**Note 11: Current liabilities: Financial Liabilities : Others**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 12: Other Current Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 13 - Current Liabilities :Provisions**

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Audit Fees	80,000	80,000
<b>TOTAL</b>	<b>80,000</b>	<b>80,000</b>



**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note -14 - Non-Current Assets: Financial Assets: Investments**

Particulars	As at March 31, 2020	As at March 31, 2019	
Investments (At Cost)			
Investment in Equity Instruments			
i) of Subsidiary:			
ii) of other entities:			
<u>Investment in Shares &amp; Securities</u>			
Investments in Quoted Investments			
Equity Investments:-			
Nihon Electronics Ltd. 140 Shares Face Value Of Rs.10/-each		4,205	
Divya Chemical Ltd. 1000 Shares Face Value Of Rs.10/-each		54,720	
Aphrodit India Pvt Ltd. 960000 Shares Face Value of Rs. 10/- Each	9,600,000		
Ebony India Limited	1,154,000	1,154,000	
Dalmia Bharat Sugar & Ind. Ltd. 1500 Shares Face Value Of Rs.2/-each	10,754,000	115,899	1,328,824
<u>Investments in Unquoted Investments</u>			
Debentures:-			
Kothari General Food Corporation Ltd.		4,000	
National Saving Certificates (Pledged With Sales Tax Department)		2,500	6,500
Investment in Gold			
	<u>10,754,000</u>		<u>1,335,324</u>

**Note -16 - Non Current Assets: Financial assets: Loan**

Particulars	As at March 31, 2020	As at March 31, 2019	
(a) Capital Advances			
(b) Security Deposits			
Security Deposit			
Unsecured Considered good Deposits			
(c) Loans & Advances to Related Parties			
Unsecured considered good			
(d) Other Loans & Advances (Specify Nature)			
Secured, Considered good		21,556,700	
Unsecured Considered good	13,704,521		
Due from Others			
Doutful or Bad			
	<u>13,704,521</u>		<u>21,556,700</u>

**Note -17 - Other Non-Current Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	
(a) Long Term Trade Receivable			
(b) Others (Specify Nature)			
Preliminary Expenses			

**Note -18 - Current Assets: Investments**

Particulars	As at March 31, 2020	As at March 31, 2019	
Current Investments (At lower of cost and fair value)			
Gold and Silver			



**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 15 - Trade Receivables**

(a) Particulars	As at March 31, 2020	As at March 31, 2019
<b>(i) Due for a period exceeding six months</b>		
- Unsecured, considered good	-	-
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
<b>(ii) Others</b>		
- Unsecured, considered good	-	-
Other Receivables	-	-
- Doubtful	-	-
Less: Doubtful Debts Writtewn off	-	-
<b>TOTAL</b>	<u>                    </u>	<u>                    </u>

**Note 19 - Cash & Cash equivalents**

(a) Particulars	As at March 31, 2020	As at March 31, 2019
<b>Cash &amp; Cash Equivalents</b>		
(i) Balances with Banks :		
Bank Accounts	12,575	11,009
(ii) Cash-on-hand	64,303	14,479
(iii) Cheques & Drafts on-hand	-	-
(iv) Others - Stamps on Hand	-	-
(b) Other Bank Balances		
- Margin Money or Security Deposit	-	-
- Repatriation Restrictions	-	-
- Deposit Accounts more than 3 month maturity	-	-
- Deposit Accounts more than 12 month maturity	-	-
<b>TOTAL</b>	<u>76,878</u>	<u>25,488</u>

**Note 20 - Current Assets: Financial Assets: Loans**

(a) Particulars	As at March 31, 2020	As at March 31, 2019
<b>(i) Security deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
<b>(ii) Inter-corporate deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
<b>(iii) Share Application Money Given</b>		
<b>(iv) Advance income tax and TDS - Unsecured, considered good</b>		
	-	-
<b>(v) Others</b>		
Secured, considered good	-	-
Unsecured, considered good	18,406,488	13,234,521
Less: Provision for Doubtful Debts	-	-
<b>TOTAL</b>	<u>18,406,488</u>	<u>13,234,521</u>

**Note 21: Other Current Assets**

Particulars	As at March 31, 2020	As at March 31, 2019
Interest Receivable	-	-
TDS	-	-
<b>TOTAL</b>	<u>                    </u>	<u>                    </u>



**STATEMENT OF CHANGES IN EQUITY**

CHANDRIMA MERCANTILES LIMITED  
(CIN:L51909GJ1982PLC086535)

Statement of Changes in Equity for the period ended 31st March, 2020

**A. Equity Share Capital**

(Amounts in INR)

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
1st April, 2018		22,113,000
31st March, 2019		22,113,000
31st March, 2020		22,113,000

**B. Other Equity**

(Amounts in INR)

	Reserves and Surplus					Total
	Special Reserve	Capital Reserve	Securities Reserve	Premium Reserve	Other Reserves (Surplus balance of Profit & loss Account)	
<b>Reporting as at 1st April, 2018</b>						
Balance at the beginning of the reporting period	519,540	-	-	7,344,000	3,498,058	11,361,598
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	100,623	100,623
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other change (Written off)	-	-	-	-	543,188	543,188
<b>Balance at the end of 31st March, 2019</b>	<b>519,540</b>	<b>-</b>	<b>-</b>	<b>7,344,000</b>	<b>3,055,493</b>	<b>10,919,033</b>
<b>Reporting as at 1st April, 2019</b>						
Balance at the beginning of the reporting period	519,540	-	-	7,344,000	3,055,493	10,919,033
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	(10,146)	(10,146)
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other change (Written off)	-	-	-	-	-	-
<b>Balance at the end of the March 2020</b>	<b>519,540</b>	<b>-</b>	<b>-</b>	<b>7,344,000</b>	<b>3,045,347</b>	<b>10,908,887</b>



**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 22 - Revenue from Operations**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sales	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 23 - Other Income**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Income	756,488	563,341
<b>TOTAL</b>	<b>756,488</b>	<b>563,341</b>

**Note 24 - Purchases**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Purchase	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 25 - Changes in inventories of finished goods, work in progress and stock in trade**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 26 - Employee Benefit Expenses**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salary	72,500	62,000
<b>TOTAL</b>	<b>72,500</b>	<b>62,000</b>

**Note 27 - Financial Costs**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Bank Charges	2,224	3,888
<b>TOTAL</b>	<b>2,224</b>	<b>3,888</b>

**Note 28 - Depreciation & Amortised Cost**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>



**CHANDRIMA MERCANTILES LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note 29 - Other Expenses**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Accounting Fees	-	25,000
Audit Fees	25,000	30,000
Bse Fees	559,560	295,000
CDSL Charges	62,390	-
NSDL Charges	11,260	-
Office Exps	2,000	-
Professional Fees	-	15,000
Registrar Fees	-	31,830
Travelling Exps	31,700	-
<b>TOTAL</b>	<b>691,910</b>	<b>396,830</b>

**Note 30 - Earnings Per Equity Share**

(Amount in INR)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) Net profit after tax attributable to equity shareholders for Basic EPS	(10,146)	100,623
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS	(10,146)	100,623
(b) Weighted average no. of equity shares outstanding during the year For Basic EPS	2,211,300	2,211,300
(c) Face Value per Equity Share (Rs.)		
For Continuing Operation	(0.00)	0.05
Basic EPS	(0.00)	0.05
Diluted EPS		
For Discontinuing Operation	-	-
Basic EPS	-	-
Diluted EPS		
For Continuing & Discontinuing Operation		
Basic EPS	(0.00)	0.05
Diluted EPS	(0.00)	0.05

**Note:**

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.



**CHANDRIMA MERCANTILES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	Year ended 31st March, 2020 Rs.		Year ended 31st March, 2019 Rs.	
	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before Tax for the year		(10,146)		100,623
<b>Adjustments for :</b>			(543,188)	
Income Tax Refundable		-	-	
Interest Paid		-	-	(543,188)
<b>Operating Profit before Working Capital change</b>		(10,146)		(442,565)
<b>Adjustments for :</b>			3,404,508	
Decrease/(Increase) in Receivables	(5,171,967)		(4,254,521)	
Decrease/(Increase) in Loans & Advances	-		-	
Decrease/(Increase) in Inventories	-		-	
Decrease/(Increase) in Short Term Loans & Advances	-		2,054,106	
Decrease/(Increase) in Other Current Assets	-		40,000	
Increase/(Decrease) in Payables	-		-	
Increase/(Decrease) in Current Liabilities	-	(5,171,967)	17,020	1,261,113
Increase/(Decrease) in Provisions	-		-	
<b>Cash Generated From Operations</b>		(5,182,113)		818,548
Income Tax		-		-
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>		(5,182,113)		818,548
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Fixed Asset Purchase/sale	(9,418,676)		5,044,063	
Non Current Investment	-		-	
Current Investment	-		-	
Non Current Assets Sold	-		-	
Interest Received	-		-	
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>		(9,418,676)		5,044,063
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Share Application Money	-		-	
Increase In Capital	6,800,000		-	
Long Term Borrowing	-		-	
Interest Received	7,852,179		(6,016,332)	
Long Term Loans & Advances	-		-	
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>		14,652,179		(6,016,332)
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		51,390		(153,721)
Cash and Cash Equivalents -- Opening Balance		25,488		179,209
Cash and Cash Equivalents -- Closing Balance		76,878		25,488
		0		-

**Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.**

As per our separate report of even date

See accompanying notes to the financial statements

For, Gopal C. Shah & Co

Chartered Accountants

Firm No.103296W

(Gopal C. Shah)

Proprietor

M. No. 34967

UDIN:20034967AAAAAV1563

Place : Ahmedabad

Date : 30th June, 2020



For & on behalf of the Board,  
CHANDRIMA MERCANTILES LIMITED

Managing Director

Director

CFO

Company Secretary



## CHANDRIMA MERCANTILES LIMITED

### NOTE: 1.1 –SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These Policies have been consistently applied to all the years presented, unless otherwise stated.

#### (i) Basis Of Preparation

##### (a) Compliance with Ind AS

The Standalone financial statements for the period ended 31<sup>st</sup> March, 2020 comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### (ii) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of net of returns, trade allowances, rebates, value added taxes, goods and service tax and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transactions and the specifics of each arrangement.

The Company recognises revenue when significant risk and rewards pertaining to ownership of goods get transferred from Seller to buyer.



**(iii) Cash Flow Statement**

The Cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) -7 "Statement of Cash Flows" using the Indirect method for operating Activities.

**(iv) Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investment with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**(v) Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**(vi) Investment and other Financial Assets**

**(a) Classification**

- The Group classifies its financial assets in the measurement categories:
  - Those to be measured subsequently at fair value, and
  - Those measured at amortised cost.

The Classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.



For assets measured at fair value, gains and losses will be recorded in profit or loss. For investment in equity instruments, this will depend on whether group has made an irrecoverable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

**(b) Measurement**

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

**(vii) Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in balance sheet where there is legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously.

**(viii) Provisions**

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.



Where there are number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

The measurement of provision for restructuring includes only direct expenditure arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the company.

**(ix) Trade and Other Payables**

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at the fair value and subsequently measured at amortised cost using the effective interest method.

**(x) Contributed Equity**

Equity shares are classified as equity.

**(a) Earnings per Share**

Basic earnings per share is calculated by dividing:

- the profit attributable to the owners group
- by the weighted average number of equity shares outstanding during the year.



**(b) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

For and on behalf of the board of directors

**For, CHANDRIMA MERCANTILES LIMITED**

**Managing Director**

**Director**

**Chief Financial Officer**

**Company Secretary**

As per our attached report of even date

**For, Gopal C. Shah & Co,**  
Chartered Accountants  
Firm No. 103296W



*(Signature)*  
**(Gopal C Shah)**  
(Proprietor)  
M No:-034967

**Place : Ahmedabad**  
**Date : 30<sup>th</sup> June, 2020**

# CHANDRIMA MERCANTILES LIMITED

CIN: L51909GJ1982PLC086535

Regd. Office: 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004

Phone: 9328523122 / 079-27437597 Email: [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com)

Website: [www.chandrimamercantile.com](http://www.chandrimamercantile.com)

## ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

\*Applicable for investor holding shares in electronic form.

I/we hereby record my/our presence at the 38<sup>th</sup> Annual General Meeting of the Members of Chandrima Mercantiles Limited will be held on Thursday, 31<sup>st</sup> December, 2020 at 5:00 P.M. at the Registered Office of the Company situated At 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004

\_\_\_\_\_

**Member's/Proxy's Name in Block Letters**

\_\_\_\_\_

**Member's/Proxy's Signature**

### Notes:

1. A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

# CHANDRIMA MERCANTILES LIMITED

CIN: L51909GJ1982PLC086535

Regd. Office: 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004

Phone: 9328523122 / 079-27437597 Email: [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com)

Website: [www.chandrimamercantile.com](http://www.chandrimamercantile.com)

## PROXY FORM

(Form No. MGT-11 - 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)	
Registered Address	
E-mail Id	
Folio No/Client Id	

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

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
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 38<sup>th</sup> Annual General Meeting of the Members of Chandrima Mercantiles Limited will be held on Thursday, 31<sup>st</sup> December, 2020 at 5:00 P.M. at the Registered Office of the Company situated at 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug, Ahmedabad – 380 004 any adjournment thereof in respect of such resolutions as are indicated below:

### Ordinary Businesses:

- To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and Statement of Profit and Loss account together with the notes & schedules forming part thereof and Cash Flow Statement for the Financial Year ended on that date, and the reports of the Board of Directors ("The Board") and Auditor thereon.
- To appoint a director in place of Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Businesses:

- Appointment of Mr. Kaupilkumar Shah as a Whole – Time Director of the Company.
- Appointment of Ms. Shitalben Shah as a Non – Executive Director of the Company.
- Appointment of Mr. Rakesh Kumar Zala as an Independent Director of the Company.
- Reclassification of Promoters Shareholding.

Signed this.....day of.....2020

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp  
(Rs. 1)

**Note:** This form of proxy in order to be effective should be duly completed, signed, stamped and be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the 38<sup>th</sup> Annual General Meeting.

# CHANDRIMA MERCANTILES LIMITED

CIN: L51909GJ1982PLC086535

Regd. Office: 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004

Phone: 9328523122 / 079-27437597 Email: [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com)

Website: [www.chandrimamercantile.com](http://www.chandrimamercantile.com)

## 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]

38<sup>th</sup> Annual General Meeting

Date: 31<sup>st</sup> December, 2020; Time: 05.00 P.M

NAME OF THE COMPANY:	Chandrima Mercantile Limited
REGISTERED OFFICE:	723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004
CIN:	L51909GJ1982PLC086535

### BALLOT PAPER

Sr. 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 Share of Rs. 10/- Each

I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
	<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31 <sup>st</sup> March, 2020 and Statement of Profit and Loss account together with the notes & schedules forming part thereof and Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors ("The Board") and Auditor thereon.			
2.	To appoint a director in place of Mr. Kaupilkumar Shah (DIN: 08937535), who retires by rotation and being eligible, offers himself for re-appointment			
	<b>SPECIAL BUSINESS</b>			
3.	Appointment of Mr. Kaupilkumar Shah as an Whole - Time Director of the Company .			
4.	Appointment of Ms. Shitalben Shah as a Non - Executive Director of the Company.			
5.	Appointment of Mr. Rakesh Kumar Zala as an Independent Director of the Company.			
6.	Reclassification of Promoters Shareholding.			

Place: Ahmedabad

Date: 31<sup>st</sup> December, 2020

(Signature of the Shareholder/Proxy Holder)

#### Notes:

- Signature of Shareholder / Proxy holder should be as per specimen registered / recorded with the Company / Depository.
- Any cutting / overwriting in this ballot paper should be signed by the shareholder / proxy holder.
- Shareholder / Proxy holder may exercise their votes either by putting a "√" and indicating number of shares in appropriate column against the resolution indicated in the box.



# CHANDRIMA MERCANTILES LIMITED

CIN: L51909GJ1982PLC086535

**Regd. Office:** 723, Ganj Bazar, Hathibhais Vadi, Delhi Gate Madhupura, Shahibaug Ahmedabad – 380 004

**Phone:** 9328523122 / 079-27437597 **Email:** [chandrimamercantile@gmail.com](mailto:chandrimamercantile@gmail.com)

**Website:** [www.chandrimamercantile.com](http://www.chandrimamercantile.com)

4. Number of shares held will be reckoned as on the cut-off date i.e. 24<sup>th</sup> December, 2020.