



Mayukh Dealtrade Ltd.

Date: 3rd September, 2018

**To,
Bombay Stock Exchange Ltd.
Department of Corporate
Services Floor 25, P J Towers,
Dalal Street, Mumbai-400 001**

Dear Sir/Madam,

Subject: Intimation of 38th Annual General Meeting schedule to be held on 29th September, 2018.

Script Code: 539519

We are sending herewith the Intimation of 38th Annual General Meeting of our Company which is scheduled to be held on Saturday the **29th September, 2018 at 03:00 P.M. at 26/1, Strand Road 1st Floor, Kolkata- 700001 on Saturday, September 29, 2018,**

Please find the Enclosed Document as follows:

- 1) Intimation of Book Closure for the Purpose of 38th AGM.
- 2) Notice of AGM.

Copy of the Annual Report will be submitted to the Stock Exchange with in 21days of AGM after the same approved by the members in 38th AGM pursuant to the Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Please take the same on your record and acknowledge the receipt of the

same. Thanking You.

Yours Faithfully,

For Mayukh Deltrade Ltd.

**MIT Tarun Brambhatt
Director
DIN: 06520600**



Mayukh Dealtrade Ltd.

Date: 3rd September, 2018

**To,
Bombay Stock Exchange Ltd.
Department of Corporate Services
Floor 25, P J Towers, Dalal Street,
Mumbai-400 001**

Dear Sir/Madam,

Subject: Intimation of Book Closure for the purpose of 38th Annual General Meeting of the Company under Regulation 42 of SEBI (LODR) Regulations, 2015

Script Code: 539519,

Dear Sir,

We are sending herewith the Intimation of Book Closure for the purpose of 38th Annual General Meeting pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rules thereon and under Regulation 42 of SEBI (LODR) Regulations, 2015 regarding **Book Closures from 24th September, 2018 to 29th September, 2018 (Both Days Inclusive)** for the purpose of 38th Annual General Meeting of Our Company which is scheduled to be held on **29th September, 2018 at 03:00 P.M. at 26/1, Strand Road 1st Floor, Kolkata- 700001,.**

We would like to inform you that the Register of Members & Share Transfer Books of the Company will remain closed from **24th September, 2018 to 29th September, 2018 (Both Days Inclusive)** and cut of date will be **22nd September, 2018** for eligibility to Vote in 38th Annual General Meeting by members.

Kindly take the Book Closures dates mentioned above in your

records. Thanking You.
Yours Faithfully

For Mayukh Deltrade Ltd.

**MIT Tarun Brambhatt
Director
DIN: 06520600**



Mayukh Dealtrade Ltd.

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the members of Mayukh Dealtrade Limited will be held at registered office of the Company at 26/1, Strand Road 1st Floor, Kolkata- 700001 on Saturday, September 29, 2018 at 3 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 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Agarwal (DIN: 06790042) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint SSRV & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company, SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai be and are hereby appointed as Statutory Auditors of the Company in place of M/S AGARWAL DESAI & SHAH Chartered Accountants, Firm Registration No. 124850W, for a term of Five consecutive years from the conclusion of 38th Annual General Meeting till the conclusion of the 43th Annual General Meeting (AGM) of the Company to be held in the year 2023, subject to ratification by the members at every AGM held after this 38th AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

To regularize the appointment of Mr. Mit Tarunkumar Brambhatt as Executive Director of the Company:

“RESOLVED THAT Mr. Mit Tarunkumar Brambhatt who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 14, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Executive Director of the Company, not liable to retire by rotation.”



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RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

To appointment of Mr. Mit Tarunkumar Brambhath as Managing Director of the company for a Period of 5 (Five) Consecutive years, commencing from 29th September, 2018 to 28th September 2023.

"RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force consent and/or approval of the company be and is hereby accorded to the appointment of Mr. Mit Tarunkumar Brambhath (DIN:06520600) as Key Managerial Personnel and designated as Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 29th September, 2018 to 28th September 2023, and to his remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as approved and recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the company of the ONE PART and Mr. Mit Tarunkumar Brambhath of the OTHER PART and also as set out in the Statement Pursuant to Section 102 of the Companies' Act, 2013, attached to the notice convening the 38th Annual General Meeting of the Company (a draft, where of is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said appointment of Mr. Mit Tarunkumar Brambhath as, Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Mr. Mit Tarunkumar Brambhath, provided, however, that the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof."

RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Mr. Mit Tarunkumar Brambhath minimum remuneration by way of salary, perquisites and/or allowances, commission subject to the maximum ceiling calculated in accordance with the scale laid down in Section II of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Mr. Mit Tarunkumar Brambhath, the Managing Director of the Company subject to necessary approval(s) as may be required.'

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution.'

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

To consider and, if thought fit to pass the following resolution, as a Special Resolution, for shifting of registered office of the Company from “State of West Bengal” to the “State of Maharashtra” and consequent amendment to Memorandum of Association of the Company:



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“RESOLVED THAT pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “State of West Bengal” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

‘II. The registered office of the Company will be situated in the State of Maharashtra.’

RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company will be shifted from the State of West Bengal to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

7. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

To regularize the appointment of **Mr. Sanket Mehta** as Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sanket Mehta (DIN: 08189539), who was appointed as Additional Director on 14th August, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years from 29th September, 2018 to 28th September, 2023.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Place: Kolkata

Dated: 30.08.2018

For Mayukh Deltrade Ltd.

Sd/-

MIT Tarun Brambhatt

Director

DIN: 06520600



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NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Niche Technologies Pvt. Ltd at D-511, Bagree Market, 71 B R B Basu Road Kolkata-700001
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Namez
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
3. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
4. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.



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5. Nomination Facility: Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No.SH-13 and SH-14, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
7. Electronic copy of the notice of the 38th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
8. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
9. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
10. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
11. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., Niche Technologies Pvt. Ltd, D-511, Bagree Market, 5th Floor, 71 B R B Basu Road Kolkata-700001 Contact No.:033-2234-3576,2235-7270/7271, E-Mail: nichetechpl@nichetechpl.com.
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2018 to September 29, 2018 (both days inclusive).
13. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.



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14. Voting through Electronic Means

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II.** Voting at the AGM: The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on “Shareholders” tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:



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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.



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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Mayukh Dealtrade Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



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- 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 e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at psassco@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
 16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
 17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by the depositories as at closing hours of business, on 24th August, 2018.
 18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 20. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 21st September, 2018 there are requested to send the ID to obtain the Login-ID and Password for e-voting.
 21. Mr. Sharma Praveen & Associates (Practicing Company Secretary) (Membership No.ACS -30365) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of



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conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Director of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mayukh.co.in and on the website of CDSL LTD.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013;

Item No. 4:

Mr. Mit Tarunkumar Brambhath (DIN: 06520600) was appointed as an Additional Director by the Board with effect from 14th August, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Mit Tarunkumar Brambhath (DIN: 06520600) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Mit Tarunkumar Brambhath (DIN: 06520600) as Executive Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Mit Tarunkumar Brambhath (DIN: 06520600) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mr. Mit Tarunkumar Brambhath (DIN: 06520600) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mr. Mit Tarunkumar Brambhath (DIN: 06520600) is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to his appointment.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

Item No. 5:



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The Board of Directors have fixed the following remuneration as per the recommendations of the Nomination and Remuneration Committee to be paid to Mr. Mit Tarunkumar Brambhatt, Managing Director of the Company during their respective periods of reappointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof;

- a) Term: The term of Managing Director is for a period commencing from 29th September, 2018 till 28th September, 2023.
- b) Salary : Upto 12,00,000/- per annum or any other higher amount up to the limit prescribed in Schedule V as discussed & approved by Nomination & Remuneration committee and board of directors.
- c) Perquisites: The perquisites shall be valued as per Income Tax Rules, 1962. However the amount of perquisites shall be restricted to annual salary. For this purpose, perquisites will be as follows:-
 1. Medical Reimbursement: The reimbursement of actual medical expenses incurred by self and family of the Managing Director.
 2. Health Insurance: Health Insurance premium for covering self and dependant family members of Mr. Mit Tarunkumar Brambhatt
 3. Leave: As per the Rules of the Company applicable to the Senior Executives.
 4. Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Mit Tarunkumar Brambhatt spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Overall Remuneration

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director and Whole-time Director of the Company, as calculated in accordance with Section 197 and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required.

The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee

The appointees shall not so long as they act as Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination

Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the



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expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted. In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

Memorandum of Interest

None of the Directors, Key managerial personnel and relatives of such persons except Mr. Mit Tarunkumar Bramhatt is, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution. The Board accordingly recommends the Resolutions set out in item Nos. 5 of the accompanying Notice for members' approval by way of Special Resolution.

Inspection of documents

The draft of the proposed Agreements to be entered into between the Company and the appointees are available for inspection by the Members of the Company at its Registered Office, on any working day (Monday to Friday) prior to the date of the meeting during 1.00 P.M to 3.00 P.M and will also be available at the meeting.

Item No. 6:

Presently, the Company's Registered Office is located at State of West Bengal. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company vide their authorization dated (29th May, 2018 date of meeting in which the proposal of shifting of registered office was approved), approved the shifting of registered office of the Company to its Corporate Office, situated at Shop No. 36 Rock Avenue, Plot E CHS Ltd. Near Hindustan Naka, Charkop Kandivali West, Mumbai – 400067 or any other place in the State of Maharashtra as may be determined by the Board of Directors of the Company and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 6 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Members. A



Mayukh Dealtrade Ltd.

copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 1.00 P.M. to 3.00 P.M. up to the date of AGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 6 of the Notice.

Item No. 7:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr Sanket Mehta (DIN: 08189539)**, as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 29th September, 2018 to 28th September, 2023, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr Sanket Mehta shall hold office up to the date of this AGM and is eligible to be appointed as a Non-executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr Sanket Mehta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr Sanket Mehta fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr Sanket Mehta as an Independent Director is now being placed before the Members for their approval. Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members. Except Mr Sanket Mehta and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of this Notice.

Place: Kolkata
Dated: 30.08.2018

For Mayukh Deltrade Ltd.

Sd/-
MIT Tarun Brambhatt
Director
DIN: 06520600



Mayukh Dealtrade Ltd.

Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting

Name of Director	Sandeep Kumar Agarwal
Age	44 years
Date of Appointment on the Board	30/09/2004
DIN	06790042
Qualification	Commerce Graduate
Names of other Companies in which he holds Directorships	<ul style="list-style-type: none">• DEVADEVA SECURITIES PRIVATE LIMITED• MANAN DEALMARK PRIVATE LIMITED• ROSHAN DEALMARK PRIVATE LIMITED
Chairman/ Member of the committee(s) of the Board of Directors of the Company	Stakeholders Relationship Committee- Member
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil
Shareholding in the Company	4,500 Equity Shares

Name of Director	MIT Tarun Bharmbhatt
Age	23 years
Date of Appointment on the Board	14/08/2018
DIN	06520600
Qualification	Commerce Graduate



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Names of other Companies in which he holds Directorships	NIL
Chairman/ Member of the committee(s) of the Board of Directors of the Company	Nil
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil
Shareholding in the Company	Nil

Name of Director	Sanket Mehta
Age	30 years
Date of Appointment on the Board	14/08/2018
DIN	08189539
Qualification	Commerce Graduate
Names of other Companies in which he holds Directorships	NIL
Chairman/ Member of the committee(s) of the Board of Directors of the Company	Nil
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil
Shareholding in the Company	Nil



Mayukh Dealtrade Ltd.

ATTENDANCE SLIP I/We hereby record my/our presence at the 38 th Annual General Meeting of the Company to be held on Saturday, 29th September, 2018 at 3.00 P.M. at its registered office at 26/1 STRAND ROAD 1ST FLOOR, KOLKATA- 700001, WEST BENGAL	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares

.....
Name of Proxy (in BLOCK LETTERS)
Present

Signature of Shareholder/Proxy

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.



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PROXY FORM 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 shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____ Address _____ Email Id _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on **Saturday, 29th September, 2018 at 3: 00 P.M.** at its registered office at 26/1 Strand Road 1ST Floor, Kolkata- 700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)	
		For	Against
1.	Adoption of - The Financial Statement of the Company for the year ended March 31, 2018, and the report of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Sandeep Kumar Agarwal who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint SSRV & Associates, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
4.	To regularize the appointment of Mr. Mit Tarunkumar Brambhatt as Executive Director of the Company:		
5.	To appointment of Mr. Mit Tarunkumar Brambhatt as Managing Director of the company for a Period of 5 (Five) Consecutive years, commencing from 29 th September, 2018 to 28 th September 2023.		



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6.	To consider and, if thought fit to pass the following resolution, as a Special Resolution, for shifting of registered office of the Company from "State of West Bengal" to the "State of Maharashtra" and consequent amendment to Memorandum of Association of the Company		
7.	To regularize the appointment of Mr. Sanket Mehta as Non-Executive Independent Director of the Company		

Signed thisday of 2018

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

(ANNEXURE TO THE NOTICE FOR THE 38th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29th SEPTEMBER, 2018)

1. Name & Registered Address of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions



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proposed to be considered at the Annual General Meeting (AGM) to be held 29th September, 2018 at 26/1, Strand Road 1st Floor, Kolkata- 700001 West Bengal 2.00 p.m. and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evotingindia.com>. The Electronic Voting Particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PAN/Sequence Number

The e-Voting facility will be available during the following voting period:

Commencement of e-voting: From <Wednesday, 26.09.2018 at 9.00 AM > End of e-Voting:Up to <Friday, 28.09.2018 at 5.00 PM >

Place: Kolkata
Dated: 30.08.2018

For Mayukh Dealtrade Ltd.

Sd/-
MIT Tarun Brambhatt
Director
DIN: 06520600