

# GAURAV MERCANTILES LIMITED

CIN No.L74130MH1985PLC176592

310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai - 400 057.  
Tel.: 6692 4459 • Fax : 6694 9916 • E-mail : info@gmlmumbai.com • Website : www.gmlmumbai.com

2<sup>nd</sup> September, 2016

To,

Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower  
25<sup>th</sup> Floor, Dalal Street  
Mumbai- 400 001

Security Code: 539515

Dear Sir,

**SUB: Submission of Board Meeting Outcomes**

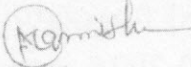
With reference to the captioned subject please find enclosed herewith outcome of Board meeting, held today i.e. on 2<sup>nd</sup> September, 2016.

Request you to kindly take on record and acknowledge its receipt.

Thanking You,

Yours faithfully,

For Gaurav Mercantiles Limited



Mamta Mishra  
Company Secretary

Encl: As above

**CC:**

Central Depository Services (India) Limited

Phiroze Jeejeebhoy Tower,  
Dalal Street, 28<sup>th</sup> Floor,  
Mumbai- 400 001  
Mumbai - 400 023  
Fax No. 2272 3199

# GAURAV MERCANTILES LIMITED

CIN No.L74130MH1985PLC176592

310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai - 400 057.

Tel.: 6692 4459 • Fax : 6694 9916 • E-mail : info@gmlmumbai.com • Website : www.gmlmumbai.com

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
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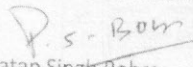
## **SUB: Outcome of Board Meeting Held on 2<sup>nd</sup> September, 2016**

Pursuant to provision of Regulation 30, 42 and any other applicable Regulations, if any, of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we wish to inform you that the Board of Directors at their meeting held 02.09.2016 inter-alia, has considered and approved the following:

1. The Notice of 31<sup>st</sup> Annual General Meeting of the Company to be held on 30.09.2016 (A copy of same is enclosed herewith).
2. The Book closure dates from 23.09.2016 to 30.09.2016 for the purpose of Annual General Meeting.
3. The Fixed E-voting dates from 27.09.2016 to 29.09.2016.
4. The Appointed Mr. Mukesh K. Saraswat, a practicing Company Secretary as scrutinizer for "Postal Ballot" and E-Voting process.
5. Pass resolution to replace the existing Articles of Association (AOA) of the Company to be in line with the requirements of the Companies Act, 2013, subject to approval of members in upcoming AGM.
6. Pass resolution to enhance the Borrowing Limits of the Board of the Directors of the Company up to Rs. 15.00 Crores subject to approval of members in upcoming AGM.
7. Pass resolution to Mortgage/Create Mortgage on the Movable/immovable Assets of the Company to secure borrowing upto limit of Rs. 15.00 Crores subject to approval of members in upcoming AGM.
8. Pass resolution to give any loan to anybody corporate(s)/ person(s) or to give any guarantee or to provide security in connection with a loan to anybody corporate(s)/ person(s) and acquire by way of subscription, purchase or otherwise, securities of anybody corporate(s) up to upto limit of Rs. 15.00 Crores subject to approval of members in upcoming AGM.

You are requested to take the above information on your record and kindly be treated as compliances of SEBI (LODR), Regulation 2015 from our end.

Thanking you  
Yours Faithfully,  
For Gaurav Mercantiles Limited

  
Pratap Singh Bohra  
Director  
DIN: 00122472

Encl. As above

# GAURAV MERCANTILES LIMITED

## NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of **GAURAV MERCANTILES LIMITED** (CIN: L74130MH1985PLC176592) will be held on Friday, the 30th day of September, 2016 at 3.00 PM at 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Pratap Singh Bohra (DIN: 00122472) who retires by Rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company and their remuneration fixed at the Twenty Ninth Annual General Meeting of the Company held on September 30, 2014 and in this regard to consider if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the first proviso to section 139(1) of the Companies Act, 2013 and the rules framed there under, as amended from time to time, the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company to be held for the F.Y ended 31.03.2016 on such remuneration as may be decided by the Board of Directors of the Company.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 if applicable (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), a new set of Articles of Association be and is hereby approved and adopted as the “Articles of Association” of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and article of association of the Company, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether, movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only).”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

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

**RESOLVED THAT** pursuant to provision of section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the consent of the members of the Company, the approval of board members be and is hereby accorded for creation of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any indian rupee or foreign currency loans, debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 15,00,00,000/- (Rupees Fifteen Crore only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, Company, insurer or to the general public.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

7. To obtain Members’ approval under Section 186 and in that regard to consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

“**RESLOVED THAT** subject to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to (a) give any loan to anybody corporate(s)/ person(s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s)/ person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate(s) up to an aggregate amount not exceeding Rs. 15 Crores outstanding at any point of time on such terms and conditions as the Board may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

**Regd. Office:**  
310, Gokul Arcade-B  
**Subhash Road, Vile Parle (E),**  
Mumbai – 400 057

By Order of the Board  
For **Gaurav Mercantiles Limited**

Date: 2nd September, 2016  
Place: Mumbai

Mamta Mishra  
Company Secretary

Notes:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

## GAURAV MERCANTILES LIMITED

The instrument(s) appointing the proxy, if any, shall be deposited at the registered office of the Company 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057 not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than Ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 23.09.2016 to Friday 30.09.2016 (both days inclusive) in connection with the Annual General Meeting.
4. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – System Support Services, Gala No. 209, Shivai industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.
7. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for FY 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address (es). Members may also note that the Annual Report for FY 2015-16 will also be available on the Company's website [www.gmlmumbai.com](http://www.gmlmumbai.com) for download.
8. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.
9. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to System Support Services a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.

Notice of the 31st Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the

same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

**The instructions for e-voting are as under:**

- (i) The e-voting period commences on, Tuesday, 27th September, 2016 (10:00 am IST) and ends on Thursday 29th September, 2016 (5:00 pm IST), the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by System Support Services for voting thereafter. 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 23rd September, 2016. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “Gaurav Mercantiles Limited” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No <b>SYSSS1234G</b>
DOB #	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as <b>SYSSUP123</b>

# Please enter any one of the details in order to login.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN for “Gaurav Mercantiles Limited” on which you choose to vote.
- (xiii) 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.

## GAURAV MERCANTILES LIMITED

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) A person whose name is recorded in the register of members as on the cut-off date i.e. Friday 23rd September, 2016 only shall be entitled to avail the facility of e-voting /Poll.
- (xx) The results of e-voting will be placed by the company on its website [www.gmlmumbai.com](http://www.gmlmumbai.com) Within 2 days of AGM and also communicated to the stock exchanges where the share of the company are listed. The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
- (xxi) Mr. Mukesh Saraswat, Practising Company Secretaries, (Membership No. A28618) has been appointed as the scrutinizer to scrutinize the e-voting process.
- (xxii) **Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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](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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxiii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company’s Registered Office at 310, Gokul Arcade B, Subhas Road, Vile parle (E), Mumbai- 400057 on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
14. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.
15. Route map giving directions to the venue is annexed to this Notice.

**ANNEXURE TO THE NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The existing regulations of Articles of Association (AoA) are based on the erstwhile Companies Act, 1956. With the coming into force of the new Companies Act, 2013 with effect from 1st April, 2014, various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to incorporate inter-se, various new provisions and rules framed under new Act and hence it is proposed to wholly replace the existing Articles of Association by new set of Articles.

The new Articles of Association is based on Table F of the Companies Act, 2013 which sets out model Articles of Association for a Company limited by shares.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company require prior approval of the shareholders of the Company by the way of a Special Resolution.

Your Board recommends passing of this Special resolution for adoption of a new set of Articles of Association.

None of Directors, Key Managerial Personnel, or their Relatives is concerned or interested in the above resolution except to the extent of shares that they may be holding in the share capital of the Company.

Accordingly, the resolution has been put up for your approval.

**Item No. 5 & 6**

The Companies Act, 2013 has been notified to become effective from April 01, 2014. The provisions of the Section 180 (1)(c) of the Companies Act, 2013 provides that the board of directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by way of a special resolution.

It is, therefore, proposed to seek the approval of the shareholders to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) up to a limit of Rs. 15,00,00,000/- (Rupees Fifteen Crores only) by way of special resolution.

Similarly, pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules laid there under, consent of the shareholders by way of special resolution is require along with the approval of the Board of Directors to create mortgage/ charge/lien in order, over the present or future assets/movable/ immovable properties of the Company to secure the borrowings up to a limit of Rs. 15,00,00,000/- (Fifteen Crores only).

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 & 6 of the Notice.

The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 and 6

Accordingly, the resolution has been put up for your approval.

**Item No. 7**

As per Section 186 of the Companies Act, 2013, the Board of Directors of a Company has been permitted to advance loans, give guarantees, provide securities and to make investments in the securities of other bodies corporate to the extent of 60% of Company's paid-up share capital and free reserves and securities premium account or 100% of Company's free reserves and securities premium account, whichever is higher.



## **GAURAV MERCANTILES LIMITED**

Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the members of the Company is required by way of a special resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the Company hereby seeks your approval by way of a special resolution for an authority to make loans, investments or provide guarantees or security to other body corporate(s) and other person(s) over a period of time up to an aggregate limit of Rs. 15 Crores outstanding at any point of time.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

Accordingly, the resolution has been put up for your approval.

**Regd. Office:**

310, Gokul Arcade-B

**Subhash Road, Vile Parle (E),**

Mumbai – 400 057

Date: 2nd September, 2016

Place: Mumbai

By Order of the Board  
For **Gaurav Mercantiles Limited**

Mamta Mishra  
Company Secretary

**Form No. MGT- 11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act,2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : _____
Registered address: _____
E-mail ID: _____ Folio No./ D.P. ID. and Client ID** _____

I/We, being a member (s) of \_\_\_\_\_ Shares of Gaurav Mercantiles Limited, hereby appoint:

1 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

1 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

1 Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty First Annual General Meeting** of the Company, to be held on **Friday, the 30th day of September, 2016 at 3.00 PM, at 310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai – 400 0571** and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For*	Against*
1	Adoption of the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Pratap Singh Bohra (DIN: 00122472) as a Director.		
3	Ratification of the Appointment of Auditors to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company.		
4	Approval for adoption of the new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013		
5	Approval for the limit to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company.		
6	Approval for the limit to create charge/mortgage/ hypothecate the assets of the Company in favour of the banks/financial institution in consideration of the loan to be granted by the banks/financial institution.		
7	Approval the limit for aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Notes : 1. Proxy need not be a member.

2. Proxy form, complete in all respects, should reach the Company's Registered Office 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057, not less than 48 hours before the scheduled time of the meeting.

\*\* Applicable only in case of investors holding shares in Electronic form.

\* Please tick anyone



Signature of Shareholder

## GAURAV MERCANTILES LIMITED

Regd. Office: 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administrative Rules, 2014)]

### BALLOT FORM

- (1) Name and Registered Address of the Sole / First named Shareholder :
- (2) Name(s) of the Joint Holder(s) (if any) :
- (3) Registered Folio No./ DP ID No. and Client ID No.\* (\*Applicable to investors holding shares in dematerialized form)
- (4) Number of Share(s) held:
- (5) E-voting Event Number(EVEN) :
- (6) Used ID :
- (7) Password :
- (8) I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice dated 2nd August, 2016 of Gaurav Mercantiles Limited, by sending my/our assent or dissent to the said Resolutions by placing the tick() mark at the appropriate box below :

Item No		No. of Shares Resolution	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (Against)
1.	Adoption of the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of M. Pratap Singh Bohra (DIN: 00122472) as a Director			
3.	Ratification of the Appointment of Auditors to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company			
4.	Approval for adoption of the new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013			
5.	Approval for the limit to borrow and raise such sum or sums of money from time to time as may be required			
6.	Approval for the limit to create charge/mortgage/ hypothecate the assets of the Company in favour of the banks/financial institution in consideration of the loan to be granted by the banks/financial institution			
7.	Approval the limit for aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013			

Place : Mumbai

Signature

Date :

## INSTRUCTIONS

- A. This Ballot Form is provided for the Members who do not have access to e-voting facility.
- B. A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting one through e-voting shall prevail and Ballot shall be treated as invalid.
- C. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Annual General Meeting.
- D. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the resolutions forming part of the Notice of the Annual General Meeting.

### **Process and manner for Members opting to vote using the Ballot Form:**

- 1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send so as to reach the scrutinizer Mr.Mukesh Kumar Saraswat (Membership No.A28618), Practicing Company Secretary appointed by the board of Directors of M/s Gaurav Mercantiles Limited, 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057.
- 2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (130A) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted by a proxy.
- 3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (I) mark in the column provided in the Ballot.
- 5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company and as per the Register of Members of the Company.
- 6. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m. IST) on 29th September, 2016. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
- 7. A member may request for a duplicate. Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- 8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9. The decision of the Scrutinizers on the validity of the Ballot Form and any other related matter shall be final.
- 10. The results declared along with Scrutinizers Report shall be placed on the Central Depositories Securities Limited within two days of the passing of the Resolutions at the AGM of the Company on Friday, the 30th day of September, 2016 at 3.00 pm and communicated to Bombay Stock Exchange Limited, wherever the shares of the company are listed.

**ATTENDANCE SLIP**  
**GAURAV MERCANTILES LIMITED**

CIN: L74130MH1985PLC176592

Regd. Office: 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057

(Please fill the attendance slip and hand it over at the entrance of meeting venue.  
Joint shareholders may obtain additional attendance slip on request.)

Ref. Folio

DPID\* \_\_\_\_\_

No. of shares held

Client ID \_\_\_\_\_

I hereby record my presence at the 31st Annual General Meeting of the Company held on Friday, the 30th day of September, 2016 at 3.00 pm. at the Registered Office of the Company: 310, Gokul Arcade – B, Subhash Road, Vile Parle (E), Mumbai- 400 057.

Name of the Shareholder (In Block Letters) : .....

Signature of Shareholder : .....

Name of Proxy (In Block Letters) : .....

Signature of Proxy : .....

