



## Mayukh Dealtrade Ltd.

Date: 24<sup>th</sup> November, 2018

To,  
The Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Subject: 38<sup>th</sup> Annual Report of the Company for the Financial Year 2017-18

Ref.: Scrip Code - 539519 (MAYUKH)



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Dear Sir,

In compliance with the requirements of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit copy of Annual Report for the year 2017-18 containing Notice of AGM, Board's Report, Audit Report and Financial Statements and other required attachments duly approved and adopted by the Members in their 38<sup>th</sup> Annual General Meeting of the Company.

The above is for your kind information and records. You are requested to acknowledge receipt of the same.

Thanking You,  
Yours Faithfully,  
For Mayukh Dealtrade Ltd



MIT TARUNKUMAR BRAHMBHATT  
Managing Director  
DIN: 06520600

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS:**

SANDEEP KUMAR AGARWAL

CFO & Director

PANKAJ KUMAR AGARWAL\*

Managing Director

\*(Resigned from 14.08.2018)

MIT TARUN BRAMBHATT

Additional Executive Director

(Appointed from 14.08.2018)

Proposed to Appoint as MD

MANOJ MAHIPAL

Non-Executive Independent Director

(Resigned from 30.08.2018)

POOJA SARAOGI

Non-Executive Independent Director

(Resigned from 30.08.2018)

SANKET MEHTA

Additional Non-Executive Independent Director

(Appointed 14.08.2018)

### **AUDITORS:**

Jain Sonu & Associates Chartered Accountant

23A, Gurupada Halder Road, 1st Floor, Kolkata- 700 026

### **REGISTERED OFFICE:**

26/1 Strand Road,

1st Floor, Kolkata- 700001

Ph. No.: 033 6503 9614

Email ID – info@mayukh.co.in

### **REGISTRAR & SHARE TRANSFER AGENT:**

Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 71 BRB Basu Road, Kolkata- 700001

Tel: 033-2234 3576/ 033-2235 7270/ 7271, Fax: 033 2215 6823

E Mail Id: nichetechpl@nichetechpl.com

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## 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 31<sup>st</sup> 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 38<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>th</sup> 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 38<sup>th</sup> 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 up to 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 him 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."

**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 an **Ordinary Resolution**:

To appointment of Mr. Mit Tarunkumar Brambhatt as Managing Director of the company for a Period of 5 (Five) Consecutive years, commencing from 29<sup>th</sup> September, 2018 to 28<sup>th</sup> 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 Personnel) 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 period of 5 (Five) consecutive years, commencing from 29<sup>th</sup> September, 2018 to 28<sup>th</sup> 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 38<sup>th</sup> 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:

**"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 14<sup>th</sup> 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 29<sup>th</sup> September, 2018 to 28<sup>th</sup> 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

**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 Name
  - 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.
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 38<sup>th</sup> 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-700001Contact No.:033-2234-3576, 2235-7270/7271, E-Mail: [nichetechpl@nichetechpl.com](mailto: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.





#### 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:**

1. The remote e-voting period commences on 26<sup>th</sup> September, 2018 (9:00 am) and ends on 28<sup>th</sup> 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 21<sup>st</sup> 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.
2. The shareholders should log on to the e-voting [website www.evotingindia.com](http://www.evotingindia.com) during the voting period
3. Click on "Shareholders" tab.
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
8. Next enter the Image Verification as displayed and Click on Login.
9. 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.
10. 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	<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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</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>
DOB	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





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"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• 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).</li></ul>
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- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant Company Name i.e. **Mayukh Dealtrade Limited** on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) 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](mailto: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](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.

(xii) 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) 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](mailto:psassco@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 28<sup>th</sup> September, 2018 up to 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 21<sup>st</sup> September, 2018. A person who is not a member as on cutoff 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 24<sup>th</sup> August, 2018.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21<sup>st</sup> 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 21<sup>st</sup> 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. 21<sup>st</sup> 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 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](http://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 14<sup>th</sup> 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:**

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 Brambhath, 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 29<sup>th</sup> September, 2018 till 28<sup>th</sup> 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 dependent family members of Mr. Mit Tarunkumar Brambhath.
  - 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 Brambhath 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 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 Brambhattis, 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 (29<sup>th</sup> 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 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 29<sup>th</sup> September, 2018 to 28<sup>th</sup> 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 fulfills 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.**

**MIT TarunBrambhatt**  
**Director**  
**DIN: 06520600**

**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"> <li>• DEVADEVA SECURITIES PRIVATE LIMITED</li> <li>• MANAN DEALMARK PRIVATE LIMITED</li> <li>• ROSHAN DEALMARK PRIVATE LIMITED</li> </ul>
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	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

Name of Director	Sanket Mehta
Age	30 years
Date of Appointment on the Board	14/08/2018
DIN	08189539
Qualification	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.

**(ANNEXURE TO THE NOTICE FOR THE 38<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29<sup>th</sup> 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 proposed to be considered at the Annual General Meeting (AGM) to be held 29<sup>th</sup> 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 Deltrade Ltd.**

**Sd/-**

**MIT Tarun Brambhatt**

**Director**

**DIN: 06520600**



**DIRECTORS REPORT**

To,  
The Shareholders,  
Mayukh Dealtrade Limited

Your Directors have pleasure in presenting their 38<sup>th</sup> Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31<sup>st</sup>, 2018

**FINANCIAL RESULT**

The summary of the financial performance of the Company for the year ended 31st March, 2018 as compared to the previous year is as below.

**Amount in Rs.**

Particulars	2017-18	2016-17
Revenue from Operations	14155.00	7,678.00
Other Income	134.82	1,114.96
Total Income	<b>14289.82</b>	<b>8,792.96</b>
Total Expenses	<b>13687.75</b>	<b>8,720.66</b>
Profit/ (Loss) before tax	<b>602.07</b>	<b>72.29</b>
<u>Less:</u> Current Tax	155.03	21.59
Profit /(Loss) for the year	<b>447.040</b>	<b>50.70</b>
Earnings per share (of Rs. 10/- each)		
a) Basic	<b>0.02</b>	<b>0.02</b>
b) Diluted	<b>0.02</b>	<b>0.02</b>

**RESERVES & SURPLUS**

There is no amount transferred in General reserve, free reserve or special reserve from the Current year profit.

**DIVIDEND**

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2017-18. The Board assures you to present a much strong financial statements in coming years.

**DEPOSITS**

As on 31.03.2018, the company does not have any deposit in any form from anyone. There was no deposit held by the company as on 31.03.2018, which was overdue or unclaimed by the depositors.

**CHANGE IN NATURE OF BUSINESS**

There is no change in nature of business of the Company during the year.

**CHANGES IN SHARE CAPITAL**

The paid up equity share capital as on 31st March, 2018 was Rs. 3,20,00,000/- (Three Crore Twenty Lakhs Only ). There is no change in the capital structure of the company during the year, as no new shares were issued and there is no capital reduction or restructuring done by the Company during the period under consideration.



## **CORPORATE GOVERNANCE**

As per the directions of SEBI and the Bombay Stock Exchange Ltd., accordingly the company has been adhering to the directions and guidelines as required. The report on the code of corporate governance is annexed separately in this Annual report.

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

### **a) Conservation of Energy:**

Since the company is not engaged in any manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning.

### **b) Technology Absorption:**

Since the company is not engaged in any manufacturing activity, issues relating to Technology Absorption are not quite relevant to its functioning.

### **c) Foreign Exchange Earnings/Outgo:**

Earnings	NIL
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Outgo	NIL
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## **PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS UNDER SECTION 186**

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

## **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31st March, 2018 till the date of this report.

## **RISK MANAGEMENT POLICY**

The Board of Directors of the Company are of the view that currently no significant risk factors are present which may threaten the existence of the company.

During the year, your Directors have an adequate risk management policy in place capable of addressing those risks. The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Audit Committee and Board of Directors review these procedures periodically. The company's management systems, organizational structures, processes, standards, code of conduct and behaviour together form a complete and effective Risk Management System (RMS).

## **BOARD OF DIRECTORS**

### **Size and composition of the Board**

### **BOARD OF DIRECTORS & BOARD MEETINGS:**

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board") i.e. combination of executive and non- executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors. The Board of the Company is composed of eminent individuals from diverse fields. Every member of the Board, including the Non-Executive Directors, has full access to any information related to the Company.

The Board of Directors duly met 4 (Four) times respectively on 22/05/2017, 31/07/2017, 09/11/2017 and 03/02/2018 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the



Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Directorate the Board of Directors meetings during the financial year 2017-18 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	DIN	Attendance		No. of other Director ships**	No. of Board Committees other than Mayukh Dealtrade Limited)
			Board Meeting	Last AGM		
*Pankaj Kumar Agarwal	Executive Director	05131265	4	Yes	Nil	Nil
Sandeep Kumar Agarwal	Executive Director	06790042	4	Yes	Nil	Nil
*Manoj Mahipal	Independent Non-Executive	06840871	4	Yes	Nil	Nil*
*Pooja Saraogi	Independent Non-Executive	06825059	4	Yes	Nil	Nil
#MitTarun Brambhatt	Additional Director	06520600	0	No	Nil	Nil
#Sanket Mehta	Additional Director	08189539	0	No	Nil	Nil

\*Pankaj Kumar Agarwal resigned from the post of Managing Director w.e.f. 14.08.2018

\*manoj Mahipal resigned from the post of Director w.e.f. 14.08.2018;

\*Pooja Saraogi resigned from the post of Director w.e.f. 14.08.2018;

#Mit Tarun Brambhatt appointed as Additional(Managing) Director w.e.f. 14.08.2018;

#sanket Mehta appointed as Additional Director w.e.f. 14.08.2018.

\*\*Excluding directorship in, private companies, unlisted public companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI Listing Regulations.

Mr. Sandeep Kumar Agarwal retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

#### **BOARD EVALUATION**

Reg. 17 of SEBI (LODR) Regulations, 2015 of mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Board met 4 times during the financial year, the details of which are given in the corporate governance report that



forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

#### **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board has an optimum combination of executive and non-executive director of the company. There was no change in the composition of the Board or Key Managerial Personnel during the year.

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of executive and non-executive, independent directors to maintain the independence of the Board and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Subsection (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

#### **TRAINING OF INDEPENDENT DIRECTORS**

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- a program on how to review, verify and study the financial reports;
- a program on Corporate Governance;
- provisions under the Companies Act, 2013; and
- SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

#### **COMMITTEES OF THE BOARD**

Currently, the Board has four committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee,

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Manoj Mahipal and Ms. Pooja Saraogi, Independent Directors of the Company have confirmed that they fulfilled all the conditions of the Independent Directorship as laid down in sub- section (6) of Section 149 of the Companies Act, 2013 and the rules made there under and the same have been noted by the Board Conservation of energy, Technology absorption and Foreign exchange earnings and Outgo

The provisions of section 134(m) of the Companies Act 2013 regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable to our company. The company does not have any Foreign Exchange transactions during the financial year.

#### **INDEPENDENT DIRECTORS DECLARATIONS**

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.



The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
  - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

#### **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (c) OF THE COMPANIES ACT, 2013**

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

There are no material departures from prescribed accounting standards in the adoption of these standards. The directors hereby confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed.
2. The directors have 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 the financial year and of the profit and loss of the Company for that period

#### **EXTRACT OF THE ANNUAL RETURN**

The extract of the Annual Return pursuant to the provisions of section 92 read with Rule 12 of the Companies (Rules), 2014 is furnished in Annexure A (MGT – 9) and is attached to this Report.

#### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

#### **DETAILS OF SUBSIDIARY/ JOINT VENTURE/ASSOCIATE COMPANIES**

There is no subsidiary, joint venture or associate company as on 31<sup>st</sup> March, 2018.

#### **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The company has not issued any of its securities with differential rights during the year under review.

#### **AUDITORS**

##### **A. Statutory Auditors:**

M/s Jain Sonu & Associates, Chartered Accountants, has conducted the audit for the current financial year 31<sup>st</sup> March, 2018.

##### **B. Auditors' Report:**

The observations made by the Auditors are self- explanatory and do not require any further clarification. Further, the explanations or a comment by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report is given.

##### **C. Secretarial Audit Report:**

The Secretarial Audit Report has been given by M/s Raghunath Mandal, Company Secretaries and there is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report.

##### **D. Internal Audit Report:**

Prasant Kumar Roy Barman, Chartered Accountants, has submitted a report for the financial year 2017-18 based on the internal audit conducted during the year under review.

#### **Sexual Harassment of Women at Work Place**

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There were nil complaints received during the year under review.

#### **MANAGERIAL REMUNERATION**

The Company earned minimal profit during the year so the Company has not provided any Managerial Remuneration to the Directors.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

We view responsible conduct as a necessary input for long term business success. We accept responsibility for our business, or employees and society. That is how we define our corporate responsibility. But as per Section 135 of Companies Act, 2013 your company is out of the preview of this responsibility.



## **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

## **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

## **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **CEO AND CFO CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in Annexure VI.

## **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as Annexure IV.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that—





- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) The directors have 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 the financial year and of the profit and loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **ACKNOWLEDGEMENTS**

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its growth

**By Order of the Board  
For MAYUKH DEALTRADE LIMITED**

**Place : Kolkata  
Date : 30/08/2018**

**Sd/-  
Sandeep Kumar Agarwal  
Director  
DIN: 06790042**

**Sd/-  
Mit Tarunkumar Brahmhatt  
Managing Director  
DIN: 06520600**



**"Annexure – 1"**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As On Financial ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L51219WB1980PLC032927
2	Registration Date	14/08/1980
3	Name of the Company	Mayukh Dealtrade Limited
4	Category/ Sub-category of the Company	Company Limited by Shares/Indian Non Government Company
5	Address of the Registered office & Contact details	26/1, Strand Road, 1st Floor, Kolkata - 700001 contact details: 033 6503 9614
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt. Ltd. D-511,BagreeMarket,71BRBBasuRoad,Kolkata-700001 Tel:033-22343576/033-22357270/7271, Fax: 2215 6823 E Mail Id: nichetechpl@nichetechpl.com

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

(Allthebusinessactivitiescontributing10%ormoreofthetotalturnoverofthecompanyshallbestated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Clothing Item	46419	100.00%

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

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%of shares held	Applicable Section
NIL					



**MAYUKH DEALTRADE LIMITED**

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

**i) Category-wise Share Holding**

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	9900	18530	28430	0.888	9900	18530	28430	0.888	0.000
	b) Centran Government									
	c) State Government									
	d) Bodies Corporate					600000	0	600000	18.750	18.750
	e) Banks / Financial Institutions									
	f) Any Other									
	Sub-total (A)(1)	9900	18530	28430	0.888	609900	18530	628430	19.638	18.750
(2)	Foreign									
	a) NRIs - Individuals									
	b) Other - Individuals									
	c) Bodies Corporate									
	d) Banks / Financial Institutions									
	e) Any Other									
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	9900	18530	28430	0.888	609900	18530	628430	19.638	18.750
B.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds									
	b) Banks / Financial Institutions									
	c) Central Governments									
	d) State Governments									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) Foreign Institutional Investors (FII)									
	h) Foreign Venture Capital Funds									
	i) Others (Specify)									
	Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	2400000	450	2400450	75.014	1650000	450	1650450	51.577	-23.437
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	0	170620	170620	5.332	0	170620	170620	5.332	0.000
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	600000	0	600000	18.750	750000	0	750000	23.438	4.688
	c) Others Specify									
	1. NRI									
	2. Overseas Corporate Bodies									
	3. Foreign Nationals									
	4. Clearing Members									
	5. Trusts	0	500	500	0.016	0	500	500	0.016	0.000
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	3000000	171570	3171570	99.112	2400000	171570	2571570	80.362	-18.750
	Total Public Shareholding (B) = (B)(1)+(B)(2)	3000000	171570	3171570	99.112	2400000	171570	2571570	80.362	-18.750
C.	Shares held by Custodian for GDRs & ADRs									
	<b>GRAND TOTAL (A+B+C)</b>	<b>3009900</b>	<b>190100</b>	<b>3200000</b>	<b>100.000</b>	<b>3009900</b>	<b>190100</b>	<b>3200000</b>	<b>100.000</b>	<b>0.000</b>



**MAYUKH DEALTRADE LIMITED**

**B. Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding 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	MANISHA AGARWAL .	5500	0.172	0.000	5500	0.172	0.000	0.000
2	PANKAJ KUMAR AGARWAL .	4400	0.138	0.000	4400	0.138	0.000	0.000
3	PANKAJ KUMAR AGARWAL HUF	5030	0.157	0.000	5030	0.157	0.000	0.000
4	POOJA AGARWAL	5000	0.156	0.000	5000	0.156	0.000	0.000
5	ROSHAN DEALMARK PRIVATE LIMITED	0	0.000	0.000	600000	18.750	0.000	18.750
6	SANDEEP KUMAR AGARWAL	4500	0.141	0.000	4500	0.141	0.000	0.000
7	SANDEEP KUMAR AGARWAL HUF	4000	0.125	0.000	4000	0.125	0.000	0.000
	<b>TOTAL</b>	<b>28430</b>	<b>0.888</b>	<b>0.000</b>	<b>628430</b>	<b>19.638</b>	<b>0.000</b>	<b>18.750</b>

**MAYUKH DEALTRADE LIMITED**

**C. Change in Promoter's Shareholding**

Sr. No.	Name	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	MANISHA AGARWAL .				
	a) At the Beginning of the Year	5500	0.172		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5500	0.172
2	PANKAJ KUMAR AGARWAL .				
	a) At the Beginning of the Year	4400	0.138		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4400	0.138
3	PANKAJ KUMAR AGARWAL HUF				
	a) At the Beginning of the Year	5030	0.157		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5030	0.157
4	POOJA AGARWAL				
	a) At the Beginning of the Year	5000	0.156		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.156
5	ROSHAN DEALMARK PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				



	Date	Reason				
	02/02/2018	Transfer	150000	4.688	150000	4.688
	09/02/2018	Transfer	150000	4.688	300000	9.375
	09/03/2018	Transfer	150000	4.688	450000	14.063
	31/03/2018	Transfer	150000	4.688	600000	18.750
	c)	At the End of the Year			600000	18.750
6	SANDEEP KUMAR AGARWAL					
	a)	At the Beginning of the Year	4500	0.141		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			4500	0.141
7	SANDEEP KUMAR AGARWAL HUF					
	a)	At the Beginning of the Year	4000	0.125		
	b)	Changes during the year	[NO CHANGES DURING THE YEAR]			
	c)	At the End of the Year			4000	0.125
	TOTAL		28430	0.888	628430	19.638

## MAYUKH DEALTRADE LIMITED

### D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	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	CEREMONY MARKETING PVT. LTD.				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year				
	Date Reason				
	31/03/2018 Transfer	-150000	4.688	0	0.000
	c) At the End of the Year			0	0.000
2	DKC TRADING PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	11/08/2017 Transfer	150000	4.688	150000	4.688
	c) At the End of the Year			150000	4.688
3	ECONO TRADE INDIA LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688



4	FLUMMOX MARKETING PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
5	GAGANBASE VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	02/02/2018 Transfer	150000	4.688	150000	4.688
	c) At the End of the Year			150000	4.688
6	GROVE SUPPLIERS PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
7	K S B FININVEST PVT LTD				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year				
	Date Reason				
	10/11/2017 Transfer	-150000	4.688	0	0.000
	c) At the End of the Year			0	0.000
8	LINK VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year				
	Date Reason				
	11/08/2017 Transfer	-150000	4.688	0	0.000
	c) At the End of the Year			0	0.000
9	ORIGINAL DEALCOMM PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year				
	Date Reason				
	30/09/2017 Transfer	-150000	4.688	0	0.000
	c) At the End of the Year			0	0.000
10	RITUDHAN TRADELINK PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			



	c) At the End of the Year			150000	4.688
11	SANKATHARAN SALES PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
12	SHUCHI DEALMARK PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
13	SLENDER TEXTFAB PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
14	STARWINGS FASHION TRADING LIMITED				
	a) At the Beginning of the Year	150000	4.688		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	4.688
	<b>TOTAL</b>	<b>1800000</b>	<b>56.250</b>	<b>1500000</b>	<b>46.875</b>

## MAYUKH DEALTRADE LIMITED

### Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	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	PANKAJ KUMAR AGARWAL .				
	a) At the Beginning of the Year	4400	0.138		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4400	0.138
2	SANDEEP KUMAR AGARWAL				
	a) At the Beginning of the Year	4500	0.141		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4500	0.141
	<b>TOTAL</b>	<b>8900</b>	<b>0.278</b>	<b>8900</b>	<b>0.278</b>





## V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:							
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount			
	Name			(Rs/Lac)			
	Designation						
1	Gross salary	There was no remuneration paid to the Managing Director, Whole-time Director and/or Manager					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961						
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						
2	Stock Option						
3	Sweat Equity						
4	Commission						
	- as % of profit - others, specify						
5	Others, please specify						
	Total (A)						
	Ceiling as per the Act						



## B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
				(Rs/Lac)
1	Independent Directors	There was no remuneration paid to the Independent Directors and other Non- Executive Directors of the Company		
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	Total (1)			
2	Other Non-Executive Directors			
	Fee for attending board committee meetings			
	Commission			
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name				(Rs)
	Designation	CEO	CFO	CS	
1	Gross salary	NIL			
	(a)Salaryasperprovisionscontainedinsection17(1) of the Income-tax Act, 1961				
	(b)Valueofperquisitesu/s17(2)Income-taxAct,1961				
	(c)Profitsinlieuofsalaryundersection17(3)Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % ofprofit - others,specify				
5	Others, please specify				
	Total				



**Mayukh Dealtrade Ltd.**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type		Section of the Company	Brief Description	Details of Penalty/ Punishment/ Compounding fees	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY						
Penalty		Nil				
Punishment						
Compounding						
B. DIRECTORS						
Penalty		Nil				
Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty		Nil				
Punishment						
Compounding						

By Order of the Board  
For **MAYUKH DEALTRADE LIMITED**

Place : Kolkata  
Date : 30/08/2018

Sd/-  
**Sandeep Kumar Agarwal**  
Director  
DIN: 06790042

Sd/  
**Mit Tarunkumar Brahmbhatt**  
Managing Director  
DIN: 06520600



Mayukh Dealtrade Ltd.

"Annexure – 2"

Form No. MR – 3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

**[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,

**MAYUKH DEALTRADE LIMITED**

26/1, Strand Road, 1<sup>st</sup> Floor Kolkata- 700001

I have conducted the Secretarial Audit of the of applicable compliance & statutory provisions and the adherence to corporate practices by **M/s. Mayukh Dealtrade Limited** (hereinafter called the 'Company') for the audit period covering the financial year from 01<sup>st</sup> April 2017 to 31st March 2018 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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 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 the **M/s. Mayukh Dealtrade Limited** for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - 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, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***As the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company;***
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - ***As the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company;***
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – ***As the Company has not issued any debt securities which were listed during the year under review, the said regulation are not applicable to the company;***
  - f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 – ***As the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company;***



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - ***The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company;***
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - ***The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company;***

I have also examined compliance with the applicable clauses of the following

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**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.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, 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.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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 except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
  - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
  - (ii) Redemption/buy-back of securities.
  - (iii) Merger/ amalgamation/ reconstruction etc.
  - (iv) Foreign technical collaborations.

**Note:** This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part if this report.



**Mayukh Dealtrade Ltd.**

**For Raghunath Mandal  
Practicing Company Secretary  
CP No.: 3678**

**Sd/-  
Raghunath Mandal  
Proprietor**

**Place: Kolkata  
Date: 30/08/2018**



**Mayukh Dealtrade Ltd.**

**Annexure A**

To,  
The Members,  
**MAYUKH DEALTRADE LIMITED**  
26/1, Strand Road, 1<sup>st</sup> Floor Kolkata- 700001

Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. I 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 compliance of laws, rules and regulations and happenings of events etc..
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

**Disclaimer**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Raghunath Mandal**  
**Practicing Company Secretary**  
**CP No.: 3678**

**Sd/-**  
**Raghunath Mandal**  
**Proprietor**

**Place: Kolkata**  
**Date: 30/08/2018**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **OVERALL REVIEW**

In Fiscal 2017-18, the global economic condition remained weak and uncertain. The macro economic situation was bleak and witnessed inflationary pressure. The Indian rupee witnessed high volatility depreciating against USD and causing substantial economic losses. The slide was mainly caused on account of slowing down of economic decisions. Further the global environment also remained subdued.

### **OPPORTUNITIES**

Increased consumer demand for high end and value added textile products in the domestic market, in spite of low levels of consumer confidence worldwide.

### **CHALLENGES**

- (i) Good economic environment
- (ii) Freeing of Government regulatory controls with regard to exports

### **RISKS AND CONCERNS**

The continued policies of Government controlling free exports and volatile economic environment have a bearing on the overall performance of the company.

### **OPERATIONAL REVIEW**

Considering the business environment your directors foresee the startup of business operation in the near future.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has suitable and adequate system of Internal Controls commensurate its size and nature of operations primarily to ensure that – - the assets are safeguarded against loss from unauthorized use or disposition; - the transactions are authorized, recorded and reported correctly and - Code of conduct, Policies and applicable statutes are duly complied with. As a measure of Internal Control System, which has been evolved over the years, the Company has established a methodical system of Annual Budgeting and Management Information System (MIS). In addition, Administrative and HR activities of the Company are also brought within this purview.

The Company is conscious of importance of systems control and so continuously assesses the quality of integrated software package.

Continuous reporting of these systems is made to the Board and Audit Committee for their review to upgrade, revise and to focus on determination of adequacy of the Control Systems. The composition and role of Audit Committee can be found in the Corporate Governance Report in the Annual Report.

### **RISK MANAGEMENT**





Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arises for achieving business objectives are identified and prioritized. Risk mitigation activity plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

#### **ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

#### **HUMAN RESOURCES**

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

#### **CAUTIONARY STATEMENT**

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate," "believe," "estimate," "intend," "will," and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restraint should be applied in their use for any decision making or formation of an opinion.

By Order of the Board  
**MAYUKH DEALTRADE LIMITED**

**Place : Kolkata**  
**Date : 30/08/2018**

**Sd/-**  
**Sandeep Kumar Agarwal**  
**Director**  
**DIN: 06790042**

**Sd/-**  
**Mit Tarunkumar Brahmbhatt**  
**Managing Director**  
**DIN: 06520600**

## **REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2018-19**

### **Pursuant to Regulations 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Corporate Governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

#### **1. COMPANY’S PHYLOSOPHY ON CORPORATE GOVERNANCE**

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered in to by the Company with the Stock Exchange Contemplates Compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportion.

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute
- Ethical Practices
- Shareholder’s wealth maximization

As a part of the compliances of the Regulation 27(2) of LODR the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

#### **2. BOARD OF DIRECTORS**

##### **Size and composition of the Board**

##### **BOARD OF DIRECTORS & BOARD MEETINGS:**

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors (“the Board”) i.e. combination of executive and non- executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors. The Board of the Company is composed of eminent individuals from diverse fields. Every member of the Board, including the Non-Executive Directors, has full access to any information related to the Company.

The Board of Directors duly met 4 (Four) times respectively on 22/05/2017, 31/07/2017, 09/11/2017 and 03/02/2018 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Directorate the Board of Directors meetings during the financial year 2017-18 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	DIN	Attendance		No. of other Director ships**	No. of Board Committees other than Mayukh Dealtrade Limited)
			Board Meeting	Last AGM		
*Pankaj Kumar Agarwal	Executive Director	05131265	4	Yes	Nil	Nil
Sandeep Kumar Agarwal	Executive Director	06790042	4	Yes	Nil	Nil
*Manoj Mahipal	Independent Non-Executive	06840871	4	Yes	Nil	Nil*
*Pooja Saraogi	Independent Non-Executive	06825059	4	Yes	Nil	Nil
#MitTarun Brambhatt	Additional Director	06520600	0	No	Nil	Nil
#Sanket Mehta	Additional Director	08189539	0	No	Nil	Nil

\*Pankaj Kumar Agarwal resigned from the post of Managing Director w.e.f. 14.08.2018

\*manoj Mahipal resigned from the post of Director w.e.f. 14.08.2018;

\*Pooja Saraogi resigned from the post of Director w.e.f. 14.08.2018;

#Mit Tarun Brambhatt appointed as Additional(Managing) Director w.e.f. 14.08.2018;

#sanket Mehta appointed as Additional Director w.e.f. 14.08.2018.

\*\*Excluding directorship in, private companies, unlisted public companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI Listing Regulations.

Mr. Sandeep Kumar Agarwal retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

### **3. COMMITTEE OF THE BOARD**

The Company has four committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee,

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.



### **AUDIT COMMITTEE:**

The role of the Audit Committee is in accordance with the provisions of Regulation 18 of SEBI Listing Regulations and the terms of reference specified under Section 177 of the Companies Act, 2013.

The **terms of reference** for the Audit Committee include:

- Examination of Financial Statement and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company.
- Review of Financial Statement before their submission to the Board, including Directors' Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls.
- Evaluation of risk management system.
- Monitoring end use of funds raised through public offers and related matters.
- Establishing a vigil mechanism for Directors and employees to report genuine concerns and to make provision for direct access to the Chairperson of the Committee in appropriate or exceptional cases and review its findings.
- Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Look into reasons for substantial defaults in payments to take holders.
- Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.
- Recommendation for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company.
- Review and monitor the Auditor's independence and performance, effectiveness of audit process and adequacy of internal control systems.
- Call for comments of the Statutory Auditors about internal control systems, the scope of audit, including the observations of the Statutory Auditors.
- Reviewing the adequacy of the Internal Audit function including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing findings of any internal investigation into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.
- The Audit Committee met four times during the year, i.e. on 22/05/2017, 31/07/2017, 09/11/2017, 03/02/2018.

Constitution of the Audit Committee and attendance details during the financial year ended March 31, 2018 are given below



Name	Category	Designation in Committee	No. of Meetings during the year 2017-18	
			Held	Attended
Pooja Saraogi	Chairman & Independent Director	Chairman	4	4
Sandeep Kumar Agarwal	Executive & Non Independent Director	Member	4	4
*Manoj Mahipal	Independent Director	Member	4	4

**NOMINATION AND REMUNERATION COMMITTEE:**

The role of the Nomination and Remuneration Committee is in accordance with the provisions of Regulation 19 of SEBI Listing Regulations and the terms of reference specified under Section 178 of the Companies Act, 2013.

**The terms of reference for the Nomination and Remuneration Committee includes:**

- To formulate a Nomination and Remuneration Policy on:
  - determining qualifications, positive attributes and independence of a director.
  - guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.
- The Committee met twice during the year under reference i.e. on 31/07/2017 and 09/11/2017.

Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2018 are given below:

Name	Category	Designation in Committee	No. of Meetings during the year 2017-18	
			Held	Attended
Pooja Saraogi	Chairman & Independent Director	Chairman	4	4
Sandeep Kumar Agarwal	Executive & Non Independent Director	Member	4	4
*Manoj Mahipal	Independent Director	Member	4	4



## STAKEHOLDERS RELATIONSHIP COMMITTEE:

The role of the Stakeholders Relationship Committee is in accordance with the provisions of Regulation 20 of SEBI Listing Regulations and the terms of reference specified under Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee met four times during the year, i.e. on 22/05/2017, 31/07/2017, 09/11/2017, 03/02/2018.

Details of constitution and attendance details of the Stakeholders Relationship Committee as on March 31, 2018 are given below:

Name	Category	Designation in Committee	No. of Meetings during the year 2017-18	
			Held	Attended
Pooja Saraogi	Chairman & Independent Director	Chairman	4	4
Sandeep Kumar Agarwal	Executive & Non Independent Director	Member	4	4
*Manoj Mahipal	Independent Director	Member	4	4

## Status Report of Investor Complaints for the year ended March 31, 2018

No. of Complaints Received–Nil

No. of Complaints Resolved–Nil

No. of Complaints Pending– Nil

## 4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report forms part of this Annual Report.

## 5. WHISTLE BLOWER POLICY (Vigil Mechanism)

Pursuant to sub-section (9) & (10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Whistle Blower Policy (Vigil mechanism) for Directors and Employees of the Company to report their genuine concerns or grievances. The Audit Committee was empowered by the Board of Directors to monitor the same and to report to the Board about the complaints in an unbiased manner. The policy may be referred to on the website of the Company ([www.mayukh.co.in](http://www.mayukh.co.in)).

## 6. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Reg. 25(7) of the SEBI (LODR) Regulations, 2015, your Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarize them about their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives.

## 7. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of the Independent Directors was held on 03/02/2018 as per the requirement of the Act and SEBI LODR Regulations, 2015. The Independent Directors reviewed the performance of the Board as a whole. The Directors also discussed about the Diversity of the Board.

## **8. DISCLOSURES:**

### **• Related Party Transactions:**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

### **• Compliances by the Company**

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchanges as well as regulations and guidelines of SEBI, No Penalties have been levied or strictures have been passed, by Stock Exchanges on matters relating to capital markets, in the last three years.

### **• Code of Conduct for Directors and Senior Management**

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.

### **• CEO / CFO Certification**

Mrs. Sandeep Agarwal, CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Regulations.

### **• Particulars of Loans, guarantees or investments U/S 186 of Companies Act, 2013**

The provision of section 186 is not applicable to our Company as the company is carry on its business activities of investments by way of Bonds and shares, equity participation and financial assistance as the ordinary course of the business defined in the Main Object clause of the Memorandum of Association of the Company.

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

## **9. MEANS OF COMMUNICATION:**

### **(i) Annual Reports:**

The Annual Report containing audited Annual Accounts, Reports of the Auditors and Directors, Management Discussion and Analysis Report and other important information is circulated to the members and displayed on the Company's website.

### **ii) Quarterly/ Half Yearly Results:**

The quarterly and half yearly results of the Company are published in the newspaper and are displayed on the website of the company.

**10. ANNUAL GENERAL MEETINGS:**

The details of the Annual General Meetings held in the past three years and the special resolutions passed there are as follows:

Year	Date	Venue	Time	No. of Special Resolution Passed
2014-15	30 <sup>th</sup> September, 2015	26/1, Strand Road, 1 <sup>st</sup> Floor, Kolkata- 700001	10 A.M	NIL
2015-16	29 <sup>th</sup> September, 2016	26/1, Strand Road, 1 <sup>st</sup> Floor, Kolkata- 700001	10 A.M	NIL
2016-17	11 <sup>th</sup> September, 2017	26/1, Strand Road, 1 <sup>st</sup> Floor, Kolkata- 700001	2 P.M.	NIL

No Postal Ballot was conducted during the financial year 2017-18. There is no proposal, at present, to pass any Special Resolution by Postal Ballot.

**11. GENERAL SHAREHOLDER INFORMATION:**

<b>Date, time and venue of AGM</b>	Saturday, 29 <sup>th</sup> September, 2018 at 3.00 P.M. at the registered office of the Company situated at 26/1 Strand Road, 1st Floor, Kolkata- 700001, West Bengal,
<b>Financial Year</b>	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018.
<b>Dates of Book Closure</b>	24 <sup>th</sup> September, 2018 to 29 <sup>th</sup> September, 2018 (Both the days inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>Financial Calendar Period</b> Quarter ending 30 <sup>th</sup> June 2018 Quarter ending 30 <sup>th</sup> Sep 2018 Quarter ending 31 <sup>st</sup> Dec 2018 Quarter ending 31 <sup>st</sup> Mar 2019	Board Meeting to approve quarterly financial results (Tentative Schedule) -Mid August 2018 -Mid November 2018 -Mid February 2019 -May 2019
<b>Listing on Stock Exchanges</b>	The BSE Ltd
<b>Listing Fees</b>	Listing fees paid to the stock exchanges up to 31 <sup>st</sup> March, 2019.
<b>Stock Code</b>	BSE- 539519
<b>Registered Office</b>	26/1 Strand Road, 1st Floor, Kolkata- 700001





<b>Compliance officer &amp; Contact Address</b>	<b>Mr. Sandeep Kumar Agarwal</b> 26/1 Strand Road 1st Floor, Kolkata-700001 Phone: 033-6503 9614 Email id: info@mayukh.co.in
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**12. SHARE TRANSFER SYSTEM:**

Share transfers in physical form are processed by the Registrar and Transfer Agents, NICHE TECHNOLOGIES PVT. LTD and are approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

**Distribution of Shareholding as on March 31, 2018**

No. of Shares	Shareholders		Equity shares	
	Number	% of total	Number	% of total
1 to 500	547	91.93	1,48,570	4.64
501 to 1000	23	3.85	23,000	0.72
1,001 to 5,000	4	0.67	17,900	0.56
5,001 to 10,000	2	0.33	10,530	0.33
10,001 & 50,000	3	0.54	1,50,000	4.69
50,001 & 100,000	0	0.00	0	0.00
100,001 and Above	16	2.68	28,50,000	89.06
<b>Total</b>	<b>598</b>	<b>100.00%</b>	<b>3,200,000</b>	<b>100.00%</b>

**Categories of Shareholders as at March 31, 2018**

Sr. No	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group		
	Individuals	6,28,430	19.64%
B.	Public Shareholding		
	<b>-Institutions</b>		
	Financial Institutions/Banks		
	<b>-Non-institutions</b>		
	Trust	500	0.02%
	Bodies Corporate	16,50,950	51.60%
	Individuals	920,120	28.75%
	<b>Total</b>	<b>32,00,000</b>	<b>100.00%</b>



**13. REGISTRAR AND TRANSFER AGENTS:**

NICHE TECHNOLOGIES PVT.LTD.

D-511, Bagree Market, 71 B R B Basu Road Kolkata –700 001

Phone: 033 2234 3576

Fax: 033 2215 6823

Email ID: nichetechpl@nichetechpl.com

**14. ADDRESS OF CORRESPONDENCE:**

Shareholders should address their correspondence to the Company's Registrar & Transfer Agents at the address mentioned earlier.

Members may contact Mr. Sandeep Kumar Agarwal, Compliance Officer for all investor related matters at the registered office of the company at the following address:

**MAYUKH DEALTRADE LIMITED**

26/1, Strand Road, 1<sup>st</sup> Floor, Kolkata- 700 001

West Bengal, India

Phone: 033 6503 9614

Email id: info@mayukh.co.in

**Green Initiative for Paperless Communications**

The Ministry of Corporate Affairs, Government of India (MCA) has, vide Circulars No. 18/2011 dated 29th April, 2011, undertaken a 'Green Initiative in Corporate Governance' allowing companies to send the Annual Report and other documents to their shareholders electronically.

The Securities and Exchange Board of India has, vide Circulars No. CIR/CFD/DIL/7/2011 directed listed companies to supply soft copies of Annual Report to all those shareholders who have registered their e-mail addresses for the purpose.

Keeping in view the underlying theme and the circulars issued by MCA and SEBI, the Company proposes to various communication and documents like notice calling general meetings, audited financial statement, directors' report, auditors' report etc., henceforth, in electronic form, to the e-mail address by the Members to the Depositories or to the Company.

Please note that you will continue to be entitled to receive, upon your request, free of cost, a copy of the Annual Report and all other communication that may be sent to you electronically. The Annual Report will also be available on the Company's website.

This is also a golden opportunity for every shareholder of **MAYUKH DEALTRADE LIMITED** to contribute to this Corporate Social Responsibility initiative of the company. To support this green initiative in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

**Code of Conduct**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on 31st March, 2018. The Company's Chairman Declaration to this effect forms a part of this report



**Mayukh Dealtrade Ltd.**

### **Code for Prevention of Insider Trading**

The Company has framed a Code of Conduct for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 2015. This code is applicable to all Directors / officers / designated employees. The Code ensures the prevention of dealing in shares by persons having access to Unpublished Price Sensitive Information

### **Legal Proceedings:**

There is no legal proceeding pending against the Company.

## **DECLARATION ON CODE OF CONDUCT**

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**To,  
The Members of  
Mayukh Dealtrade Limited**

In accordance with Regulation 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2018.

By Order of the Board  
For **MAYUKH DEALTRADE LIMITED**

**Place : Kolkata  
Date : 30/08/2018**

**Sd/-  
Sandeep Kumar Agarwal  
Director  
DIN: 06790042**

**Sd/-  
Mit Tarunkumar Brahmhatt  
Managing Director  
DIN: 06520600**

## **Independent Auditor's Certificate on Corporate Governance**



Mayukh Dealtrade Ltd.

To,  
The Members of  
**MAYUKH DEALTRADE LIMITED**  
26/1, Strand Road, 1st Floor, Kolkata 700001

We have examined the compliance of conditions of Corporate Governance by **MAYUKH DEALTRADE LIMITED** ('the Company'), for the year ended 31 March, 2018, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that further compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Jain Sonu & Associates**  
Chartered Accountants  
Firm Registration Number: - 324386E

Date: 30/08/2018  
Place: Kolkata

Sd/-  
**Sonu Jain**  
Partner  
Membership No.- 060015

**MD & CFO CERTIFICATION**



Mayukh Dealtrade Ltd.

The Board of Directors

**MAYUKH DEALTRADE LIMITED**

26/1 Strand Road,  
1st Floor, Kolkata 700001.

We, **Mit Kumar Agarwal**, Managing Director (MD) and **Sandeep Kumar Agarwal** Chief Financial Officer (CFO) of **MAYUKH DEALTRADE LIMITED** do hereby certify the following:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
  - a. The Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be leading;
  - b. that the Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018, which is fraudulent, illegal or violate of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee:
  - (i) Significant changes, if any in the internal controls over financial reporting during the year;
  - (ii) Significant changes, if any in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud, if any of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board  
For **MAYUKH DEALTRADE  
LIMITED**

Sd/-

Sd/

Place : Kolkata  
Date : 30/08/2018

**Sandeep Kumar Agarwal**  
Director  
DIN: 06790042

**Mit Tarunkumar Brahmbhatt**  
Managing Director  
DIN: 06520600

**Jain Sonu & Associates**  
Chartered Accountant

23A, Gurupada Halder Road,  
1<sup>st</sup> Floor, Kolkata- 700 026

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Mayukh Dealtrade Limited,

### Report on the Standalone Ind AS Financial Statements for the F.Y. 2017-18

We have audited the accompanying Standalone Ind AS Financial Statements of Mayukh Dealtrade Limited, ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Total Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Ind AS 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 and presentation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express a reasonable opinion on these Standalone Ind AS Financial Statements based on our audit.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Standalone Ind AS Financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion



In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018; and
- in the case of the Profit and Loss Account including Other Comprehensive Income, Statement of Changes in Equity and the statement of Cash Flow for the year ended on March 31, 2018;

### Other Matters

The Financial information of the Company for the year ended March 31, 2018 and the transition date of opening balance sheet as at April 1, 2017 included in these Ind AS Financial Statements, are based on previously issued statutory financial statements for the year ended March 31, 2018 and March 31, 2017 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us. The Adjustment to those financial statements for the difference in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

### Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditors Report) Order 2016 ('the order') issued by Central Government of India in terms of subsection (11) of section 143 of the Act, we enclose in the **"Annexure 1"** a statement on the matters specified in paragraphs 3 & 4 of the said order, to extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Total Comprehensive Income, Statement of Changes in Equity and statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS 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) In our opinion there are no observations or comments on the financial, which may have an adverse effect on the functioning of the company.
  - f) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in **"Annexure 2"**
  - h) 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.



**Mayukh Dealtrade Ltd.**

- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- IV. The disclosure regarding details of specified bank notes held and transacted during 8 November, 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31<sup>st</sup> March, 2018.

**Date: 29/05/2018**

**Place: Kolkata**

**For Jain Sonu& Associates**  
Chartered Accountants  
Firm Registration Number: - 324386E

Sd/-  
**Sonu Jain**

Membership No.- 060015

**"ANNEXURE 1"**

**TO THE INDEPENDENT AUDITOR'S REPORT**





In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1 a) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the company had no fixed assets as on 31st March, 2018 nor at any time during the financial year ended on 31st March, 2018.  
  
b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2 As explained to us, the inventories purchase and sale of goods during the year has been physically verified at reasonable intervals by the management. No material discrepancies were noticed on such verification.
- 3 The Company has not granted loans, secured or unsecured to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the reporting requirement under clause (iii) of the said order does not arise.
- 4 Based on our scrutiny of the Company's records and according to the information and explanations received by us from the management, we are of the opinion that in respect of loans and guarantees given, investments made, and securities purchased by the company, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- 5 In our opinion and according to information and explanations given to us, the Company has not accepted any deposits from the public and hence the reporting requirement under clause (v) of the said order does not arise.
- 6 According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which maintenance of cost records has been prescribed by the Central Government under section 148(1). Hence the reporting requirement under clause (iv) of the said order does not arise.
- 7a) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it and no undisputed amounts payable in respect of any statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.  
b) According to the records of the company and the information and explanations received by us from the management, there are no disputed statutory dues outstanding in the name of the company.
- 8) According to the records of the company, the Company has neither borrowed any amount from any financial institution, bank or government nor issued any debentures till 31st March, 2018. Hence, in our opinion the reporting requirement under clause (viii) of the said order does not arise.
- 9) According to the records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instrument) nor has the company raised any term loans. Hence, in our opinion the reporting requirement under clause (ix) of the said order does not arise.
- 10) Based upon the audit procedures performed and information and explanations given by the management, neither any fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit. Hence, in our opinion the reporting requirement under clause (x) of the said order does not arise.
- 11) According to the records of the company, no Managerial remuneration has been paid or provided during the year under audit. Hence, in our opinion the reporting requirement under clause (xi) of the said order does not arise.



- 12) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion the reporting requirement under clause (xii) of the said order does not arise.
- 13) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that there was no related party transaction during the year under review. Hence the reporting requirement under clause (xiii) of the said order does not arise.
- 14) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the reporting requirement under clause (xiv) of the said order does not arise.
- 15) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not entered into any non-cash transactions with its directors or persons connected with him. Hence, the reporting requirement under clause (xv) of the said order does not arise.
- 16) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, the reporting requirement under clause (xvi) of the said order does not arise.

**For Jain Sonu& Associates**

Chartered Accountants

Firm Registration Number: - 324386E

**Date:29/05/2018**

**Place: Kolkata**

Sd/-

**Sonu Jain**

Membership No.- 060015

**ANNEXURE 2" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Mayukh Dealtrade Limited (Company) on the Standalone Standalone Ind AS Financial Statements for the year ended 31st March, 2018).

### **Report on the Internal Financial Controls 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 the Company as of 31st March, 2018 in conjunction with our audit of the standalone Standalone Ind AS Financial Statement of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. 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") and the Standards on Auditing, issued by ICAI and deemed to be 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 Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS 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, 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 31-Mar-2018

**For Jain Sonu& Associates**

Chartered Accountants

Firm Registration Number: - 324386E

**Date: 29/05/2018**

**Place: Kolkata**

Sd/-

**Sonu Jain**

Membership No.- 060015



Mayukh Dealtrade Ltd.

## MAYUKH DEALTRADE LIMITED

26/1, STRAND ROAD, 1ST FLOOR

KOLKATA-700001

### BALANCE SHEET AS AT 31ST MARCH, 2018

				Amount in '000
Particulars	Note No	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b><u>I. ASSETS</u></b>				
<b>Non- current Assets</b>				
Financial Assets				
(a) Investments	A	-	7,465.32	7,015.32
(b) Other Assets		-	-	-
<b>Sub-Total Non- Current Assets</b>		-	7,465.32	7,015.32
<b>Current Assets</b>				
(a) Inventories	B	-	-	2,852.47
(b) Financial Assets				
(i) Trade Receivables	C	21,215.19	6,135.98	11,662.78
(ii) Cash & cash equivalents	D	1,345.44	5,089.35	701.99
(iii) Loans & Advances	E	11,080.80	13,534.72	10,201.80
© Other Assets		-	-	-
<b>Sub-Total Current Assets</b>		33,641.43	24,760.05	25,419.03
<b>TOTAL ASSETS</b>		<b>33,641.43</b>	<b>32,225.36</b>	<b>32,434.35</b>
<b><u>II. EQUITY AND LIABILITIES</u></b>				
<b>Equity</b>				
(a) Share Capital	F	32,000.00	32,000.00	32,000.00
(b) Other Equity	G	620.81	173.77	123.07
<b>Sub-Total Equity</b>		32,620.81	32,173.77	32,123.07
<b>Non- Current Liabilities</b>				
(a) Deferred Tax Liabilities (Net)		-	-	-
<b>Sub-Total Non- Current Liabilities</b>		-	-	-
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Short Term Borrowings		-	-	-
(ii) Trade Payables	H	229.00	-	229.90
(iii) Other Financial Liabilities	I	615.00	30.00	70.00
(b) Provisions	J	176.63	21.59	11.38
(c) Other Current Liabilities	K	-	-	-
<b>Sub-Total Current Liabilities</b>		1,020.63	51.59	311.28
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>33,641.43</b>	<b>32,225.36</b>	<b>32,434.35</b>
<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>				
A-T				
For Jain Sonu & Associates		For and on behalf of the Board of directors		
Chartered Accountants				
FRN No. 324386E				
Sd/-		Sd/-	Sd/-	
Sonu Jain		Pankaj Kumar Agarwal	Sandeep Kumar Agarwal	
Partner		Managing Director	Director & CFO	
Mem No:- 060015		DIN: 05131265	DIN: 06790042	
Place: Kolkata				
Dated: 29th May, 2018				



Mayukh Dealtrade Ltd.

## **MAYUKH DEALTRADE LIMITED**

26/1, STRAND ROAD, 1ST FLOOR

KOLKATA-700001

### **Statement of Profit and Loss for the years ended March 31, 2018**

Amount in '000

Particulars	Note No	As at March 31, 2018	As at March 31, 2017
I. Revenue from operations	L	14,155.00	7,678.00
II. Other Operating Income	M	134.82	1,114.96
<b>III. Total Revenue(I+II)</b>		<b>14,289.82</b>	<b>8,792.96</b>
IV. Expenses:			
Purchases of stock-in-trade	N	10,805.00	4,734.00
Changes in Inventories	O	-	2,852.47
Employee Benefit Expenses	P	777.82	593.86
Other Operating Expenses	Q	2,104.94	540.34
<b>IV. Total Expenses</b>		<b>13,687.75</b>	<b>8,720.66</b>
V. Profit before exceptional and extraordinary items and tax		602.07	72.29
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax		602.07	72.29
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII-VIII)</b>		<b>602.07</b>	<b>72.29</b>
X. Tax expense:			
(1) Current tax		155.03	21.59
<b>XI. Profit/(Loss) for the period (IX-X)</b>		<b>447.04</b>	<b>50.70</b>
<b>XII. OTHER COMPREHENSIVE INCOME/(LOSSES)</b>			
A.i) Items that will be reclassified subsequently to the statement of profit and loss		-	-
ii) Income tax on items that will be reclassified subsequently to statement of profit and loss		-	-
B.i) Items that will not be reclassified subsequently to the statement of profit and loss		-	-
Change in Fair Value of Investments		-	-
ii) Income tax on items that will not be reclassified subsequently to statement of profit and loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSSES)</b>		<b>-</b>	<b>-</b>
<b>XIII TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>447.04</b>	<b>50.70</b>
XIV. Earnings per equity share: Basic & Diluted (Rs)		0.14	0.02
Weighted Average number of equity shares		3,200	3,200
(Face value of Rs 10 each)			
<b>XV. NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	A-T		

**For Jain Sonu & Associates**

Chartered Accountants

FRN No. 324386E

Sd/-

**Sonu Jain**

Partner

Mem No:- 060015

Place: Kolkata

Dated: 29th May, 2018

**For and on behalf of the Board of directors**

Sd/-

**Pankaj Kumar Agarwal**

Managing Director

DIN: 05131265

Sd/-

**Sandeep Kumar Agarwal**

Director & CFO

DIN: 06790042



## MAYUKH DEALTRADE LIMITED

### CASH FLOW STATEMENT AS AT 31ST MARCH, 2018

(Amount in Rs.'000)

	Particulars	As at March 31, 2018	As at March 31, 2017
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) before tax	602.07	72.29
	Adjustment for :		
	(a) Depreciation	-	-
	(b) Interest Received	(134.82)	(1,114.96)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	467.25	(1,042.66)
	Adjustment for :		
	(a) Trade and Other Receivables	(15,079.22)	5,526.80
	(b) Inventories	-	2,852.47
	(c) Trade Payables	229.00	(229.90)
	(d) Short term Provision	155.03	10.21
	(e) Other Current Liabilities	-	-
	(f) Other Financial Liabilities	585.00	(40.00)
	CASH GENERATED FROM OPERATING ACTIVITIES BEFORE EXTRAORDINARY ITEMS	(13,642.93)	7,076.92
	Extraordinary/ Prior Period Items		
	(a) Priorperiod Expenses/Income	-	-
	(b) income tax	(155.03)	(21.59)
	NET CASH FLOW FROM OPERATING ACTIVITIES	<b>(13,797.97)</b>	<b>7,055.32</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	(a) Purchase/ sale of Fixed Assets		
	(b) Purchase of investments	1,405.32	(450.00)
	NET CASH FLOW FROM INVESTING ACTIVITIES	<b>1,405.32</b>	<b>(450.00)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	(a) Share Application Money Received	-	-
	(b) Interest (Paid)/Received	134.82	1,114.96
	(c) Increase/ Decrease in Loans and Advances	2,453.92	(3,332.92)
		<b>2,588.74</b>	<b>(2,217.96)</b>
	Net Increase (Decrease) in Cash (A + B + C)	(3,743.91)	4,387.36
	Opening Balance of Cash & Cash Equivalents	5,089.35	701.99
	Closing Balance of Cash & Cash Equivalents	<b>1,345.44</b>	<b>5,089.35</b>
	NOTES FORMING PART OF THE FINANCIAL STATEMENTS A-T		

**For Jain Sonu & Associates**

Chartered Accountants

FRN No. 324386E

Sd/-

**Sonu Jain**

Partner

Mem No:- 060015

Place: Kolkata

Dated: 29th May, 2018

**For and on behalf of the Board of directors**

Sd/-

**Pankaj Kumar Agarwal**

Managing Director

DIN: 05131265

Sd/-

**Sandeep Kumar Agarwal**

Director & CFO

DIN: 06790042



(Rs '000)				
Particulars		As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE NO - A</b>				
<b><u>INVESTMENTS</u></b>				
Investments- Non- Current				
<u>Fully paid equity shares (Unquoted)</u>				
Investments are stated at cost	-	5,015.32	2,015.32	
Investments in Property	-	2,450.00	5,000.00	
	-	7,465.32	7,015.32	
<b>NOTE NO - B</b>				
<b><u>INVENTORIES</u></b>				
Inventories consist of the following:				
(a) Raw Materials	-	-	-	
(b) Finished goods and work-in-progress	-	-	2,852.47	
(c) Goods-in-transit (Raw Materials)	-	-	-	
Inventories are carried at lower of cost and net realisable value	-	-	2,852.47	
(As per inventories taken, valued and certified by management)				
<b>NOTE NO - C</b>				
<b><u>TRADE RECEIVABLES</u></b>				
<u>Sundry Debtors- Considered Good</u>				
(a) Outstanding Less than 6 Months	-	3,038.00	901.10	
(b) Outstanding More than 6 Months	8,224.88	3,097.98	-	
<u>Other Receivables- Considered Good</u>				
(a) Outstanding Less than 6 Months	3,500.00	-	3,744.80	
(b) Outstanding More than 6 Months	9,490.32	-	7,016.88	
	21,215.19	6,135.98	11,662.78	
<b>NOTE NO - D</b>				
<b><u>CASH &amp; CASH EQUIVALENTS</u></b>				
(a) Cash on hand (As certified by the management)	680.29	383.35	655.70	
(b) Balances with Schedule Banks				
In Current accounts	665.15	4,706.00	46.29	
In deposit accounts	-	-	-	
	1,345.44	5,089.35	701.99	
<b>NOTE NO - E</b>				
<b><u>LOANS</u></b>				
Loans (Unsecured) consists of the following				
<b>Short Term Loans (Other than Related Parties)</b>				
Unsecured & Considered Goods				
Loans and advances to Body Corporates and individuals	11,080.80	13,534.72	10,201.80	
(Receivable in cash or in kind or value to be received)	11,080.80	13,534.72	10,201.80	



**MAYUKH DEALTRADE LIMITED**  
Notes forming part of the financial statements

**NOTE NO- F**

**SHARE CAPITAL**

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares ('000)	Amount (Rs. '000)	Number of shares ('000)	Amount (Rs. '000)
(a) Authorised Equity shares of Rs.10/- each	3,200	32,000	3,200	32,000
(b) Issued Equity shares of Rs.10/- each fully paid up	3,200	32,000	3,200	32,000
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	3,200	32,000	3,200	32,000
<b>Total</b>	<b>3,200</b>	<b>32,000</b>	<b>3,200</b>	<b>32,000</b>

**(i) Reconciliation of number of shares**

	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares ('000)	Amount (Rs. '000)	Number of shares ('000)	Amount (Rs. '000)
Equity Shares				
Opening balance	3,200	32,000	3,200	32,000
Issued during the year	-	-	-	-
Closing Balance	3,200	32,000	3,200	32,000

**(ii) Rights, preferences and restrictions attached to Shares**

The Company has only one class of equity shares having a par value of Rs 10 each. Each shareholder is eligible for one vote per share held.

**(iii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Roshan Dealmark Private Limited	600000	18.75	-	-



**Mayukh Dealtrade Ltd.**

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights	-	-	-	-
Equity shares with differential voting rights	-	-	-	-
Compulsorily convertible preference shares	-	-	-	-
Optionally convertible preference shares	-	-	-	-
Redeemable preference shares	-	-	-	-

**Statement of changes in equity for the years March 31, 2018**

A. Equity Share Capital		Rs. In 000
Particulars		Amount
Balance as at April 1, 2016		32,000
Changes in Equity Share Capital		-
Balance as at March 31, 2017		32,000
		-
<b>Balance as at March 31, 2018</b>		<b>32,000</b>
B. Other Equity		
Particulars	Retained Earnings	Total Other Equity
Balance as at March 31, 2017	173.77	173.77
<u>Addition:</u>		
Profit/(Loss) for the year	447.04	447.04
Loss on account of Change in fair value of Investment	-	-
<b>Total Comprehensive Income for the year</b>	<b>447.04</b>	<b>447.04</b>
Transfer In Equity	-	-
<b>Balance as at March 31, 2018</b>	<b>620.81</b>	<b>620.81</b>
Particulars	Retained Earnings	Total Other Equity
Balance as at April 1, 2016	123.07	123.07
<u>Addition:</u>		
Profit/(Loss) for the year	50.70	50.70
Other Comprehensive Income/(Expense)	-	-
<b>Total Comprehensive Income for the year</b>	<b>50.70</b>	<b>50.70</b>
Transfer In Equity	-	-
<b>Balance as at March 31, 2017</b>	<b>173.77</b>	<b>173.77</b>

**For Jain Sonu & Associates**

Chartered Accountants

FRN No. 324386E

**Sd/-**

**Sonu Jain**

**Partner**

**Mem No:- 060015**

**Place: Kolkata**

**Dated: 29th May, 2018**

**For and on behalf of the Board of directors**

**Sd/-**

**Pankaj Kumar Agarwal**

**Managing Director**

**DIN: 05131265**

**Sd/-**

**Sandeep Kumar Agarwal**

**Director & CFO**

**DIN: 06790042**



Particulars		As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>NOTE NO - G</b>				
<b><u>OTHER EQUITY</u></b>				
Retained Earnings		620.81	173.77	123.07
		620.81	173.77	123.07
<b>NOTE NO - H</b>				
<b><u>TRADE PAYABLES</u></b>				
Sundry Creditors		229.00	-	229.90
		229.00	-	229.90
<b>NOTE NO - I</b>				
<b><u>OTHER FINANCIAL LIABILITIES</u></b>				
Audit Fees Payable		40.00	30.00	20.00
Liabilities for expenses		525.00	-	50.00
Other current liabilities		50.00	-	-
		615.00	30.00	70.00
<b>NOTE NO - J</b>				
<b><u>PROVISIONS</u></b>				
Provision for Income Tax		176.63	21.59	11.38
		176.63	21.59	11.38
<b>NOTE NO - K</b>				
<b><u>OTHER CURRENT LIABILITIES</u></b>				
		-	-	-
		-	-	-

Particulars		As at March 31, 2018	As at March 31, 2017
<b>NOTE NO - L</b>			
<b><u>REVENUE FROM OPERATIONS</u></b>			
Sale of Services		-	-
Sale of Products		14,155.00	7,678.00
		14,155.00	7,678.00
<b>NOTE NO - M</b>			
<b><u>OTHER INCOME (NET)</u></b>			
Other income(net) consists of the following:			
Interest Income		134.82	1,114.96
		134.82	1,114.96
<b>Interest Income comprise:</b>			
Interest on Bank and Bank deposits		-	-
Interest Income on Financial Assets carried at amortised cost		-	-
Interest Income on Financial Assets carried at fair value through OCI		-	-
Other Interest (including interest on income tax refunds)		134.82	1,114.96
<b>NOTE NO - N</b>			
<b><u>PURCHASE OF STOCK IN TRADE</u></b>			
Purchases		10,805.00	4,734.00
		10,805.00	4,734.00



**NOTE NO - O**

**CHANGES IN INVENTORIES**

**Opening Stock**

Finished Products

**Less: Closing Stock**

Finished Products

**Decrease/(Increase)**

**NOTE NO - P**

**EMPLOYEE BENEFIT EXPENSES**

(a) Salary, incentives and allowances

( b) Staff welfare expenses

**NOTE NO - Q**

**OTHER OPERATING EXPENSES**

Audit fees

Advertising Exp

Bad Debts

Bank Charges

Commission Paid

Conveyance Exp

Accounting Charges

Depository Exp

Filing & Professional Fee

General Exp

Registry Charges

Listing Fee

Postage & Telegram

Printing & Stationary

Telephone Exp

Website Exp

		-	2,852.47
		-	-
		-	2,852.47
		739.45	539.15
		38.37	54.71
		777.82	593.86
		10.00	10.00
		8.92	19.21
		199.00	-
		0.97	1.52
		425.00	-
		35.96	18.90
		78.00	60.00
		74.26	55.25
		21.00	25.70
		42.99	26.12
		663.70	-
		487.55	229.00
		12.97	36.17
		21.09	35.04
		17.54	17.94
		6.00	5.50
		2,104.94	540.34

**Notes forming part of the financial statements**

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**NOTE R:CORPORATE INFORMATION**

Mayukh Dealtrade Limited, formerly known as Mayukh Commercial Ltd, is mainly into Trading in sarees. The company has a wide variety of sarees from plain to designer and cotton to silk. The main object of the company is to cater to the growing industry and offer its products to all the age groups. The company is slowly progressing towards becoming a one stop shop for all the retailers. The company is planning to venture into trading of other merchandise products through the existing chain of Wholesalers and retailers.

**NOTE S: SIGNIFICANT ACCOUNTING POLICIES**

➤ **BASIC PREPARATION OF FINANCIAL STATEMENTS**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"] in India. GAAP comprises mandatory Indian accounting standards as prescribed under section 133 of Companies Act, 2013 (the Act) read with Rule 7 of Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted.

➤ **USE OF ESTIMATES**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

➤ **EXPENDITURE**

All Expenses are accounted on accrual Basis.

➤ **INVENTORIES**

Inventories are valued at the lower of cost and net realizable value. Cost is computed on a weighted average basis. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition.

➤ **REVENUE RECOGNITIONS**

- Revenue in respect of finished goods is recognized on delivery during the accounting year.
- Revenue in respect of services is recognized accrual basis of work performed.

➤ **EMPLOYEE BENEFITS**

All Employees benefits falling due wholly within twelve month of rendering the services are classified as short term employee benefits which include benefits like salary, wages, short term compensated, absences and performance incentives and are recognized as expense in the period in which the employee renders the related services.

➤ **MATERIAL EVENTS AFTER BALANCE SHEET DATE**

Events which are of material nature after the balance sheet date are accounted for in the accounts.

➤ **TAXES ON INCOME**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

➤ **EARNING PER SHARE**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

**EPS AS AT 31<sup>ST</sup> MARCH, 2018**

Profit after Tax: 447,037

No of Shares: 3200000

EPS (Basic/Diluted): 0.14

➤ **INVESTMENT**

- Unquoted Shares are valued at cost.
- Investment in land are valued at cost.

➤ **CASH AND CASH EQUIVALENTS**

Cash and Cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

➤ **STATEMENT OF CASH FLOWS**

Cash Flow Statement has been prepared in accordance with the Indian Accounting Standard 7 issued by Institute of Chartered Accountants of India.

➤ **RELATED PARTY TRANSACTIONS**

There were no related party transactions entered during the year.

**NOTE T:EXPLANATION OF TRANSITION TO IND AS**

The transition as at April 1, 2017 to Ind AS was carried out from the previous GAAP. The exemptions and exceptions applied by the Company in accordance with Ind AS 101 – First Time Adoption of Indian Accounting Standards, the reconciliation of equity and total comprehensive income in accordance with Previous GAAP to Ind AS are explained below.

Reconciliation between Previous GAAP and Ind AS

i. **Equity Reconciliation**

(Rs. In 000)

Particulars	Note	As at March 31, 2018	As at March 31, 2017
As reported under previous GAAP		32620.81	32173.77
<b>Adjusted Equity under Previous GAAP</b>			
Dividend			
Depreciation			
Change in Fair Value of Investments			
Tax Adjustments			
Others			
<b>Equity under Ind AS</b>		<b>32620.81</b>	<b>32173.77</b>



ii. **Total Comprehensive Income Reconciliation**

(Rs. In 000)

Particulars	Note	2018
Net Profit under previous GAAP		447.05
Employee Benefits		
Depreciation		
Change in Fair Value of Investments		
Tax Adjustments		
Others		
<b>Net Profit under Ind AS</b>		447.05
Other Comprehensive Income		
<b>Total Comprehensive Income under Ind AS</b>		<b>447.05</b>

iii. **Reconciliation of Statement of Cash Flow**

There are no material adjustments to Statement of Cash Flows as reported under the Previous GAAP.

**Note: "Previous Year's figure has been regrouped rearranged wherever considered necessary".**

For Jain Sonu & Associates  
Chartered Accountants  
Firm Registration Number: -324386E

For and on behalf of Board of Director  
Mayukh Dealtrade Limited

Sd/-  
Sonu Jain  
Partner  
Membership no.-060015

Sd/-  
Sandeep Kumar Agarwal  
Director & CFO  
Din: 06790042

Sd/-  
Pankaj Kumar Agarwal  
Managing Director  
Din: 05131265

Place: Kolkata  
Date: 29/05/2018



<b>ATTENDANCESLIP</b>  I/We hereby record my/our presence at the 38 <sup>th</sup> <b>Annual General Meeting</b> of the Company to be held on <b>Saturday, 29<sup>th</sup> September, 2018 at 03.00 P.M.</b> at its registered office at 26/1 Strand Road 1 <sup>st</sup> Floor, Kolkata- 700001, West Bengal	<b>Folio/DP ID &amp; Client ID No.:</b>
	<b>Name :</b>
	<b>Address :</b>
	<b>Joint holders Name :</b>
	<b>Shares</b>

Name of Proxy (inBLOCKLETTERS)

\_\_\_\_\_  
Signature of Shareholder/ProxyPresent

**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.



## 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 \_\_\_\_\_ EmailId \_\_\_\_\_  
 \_\_\_\_\_ Signature \_\_\_\_\_ or failing him Name \_\_\_\_\_  
 \_\_\_\_\_ Address \_\_\_\_\_ EmailId \_\_\_\_\_  
 \_\_\_\_\_ Signature \_\_\_\_\_ or failing him Name \_\_\_\_\_  
 \_\_\_\_\_ Address \_\_\_\_\_ EmailId \_\_\_\_\_  
 \_\_\_\_\_ 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 Company, to be held on **Saturday, 29<sup>th</sup> 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 <sup>th</sup> September, 2018 to 28 <sup>th</sup> September 2023.		
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 this.....day of .....2018

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

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

**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.

Affix  
Revenue  
Stamp

**FORM MGT-12  
BALLOT FORM**

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

<b>Name of the Company: MAYUKH DEALTRADE LIMITED</b> <b>Registered Office: 26/1 Strand Road 1<sup>ST</sup> Floor Kolkata WB 700001 IN</b> <b>CIN:L51219WB1980PLC032927</b>
<b>BALLOT PAPER</b>

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

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

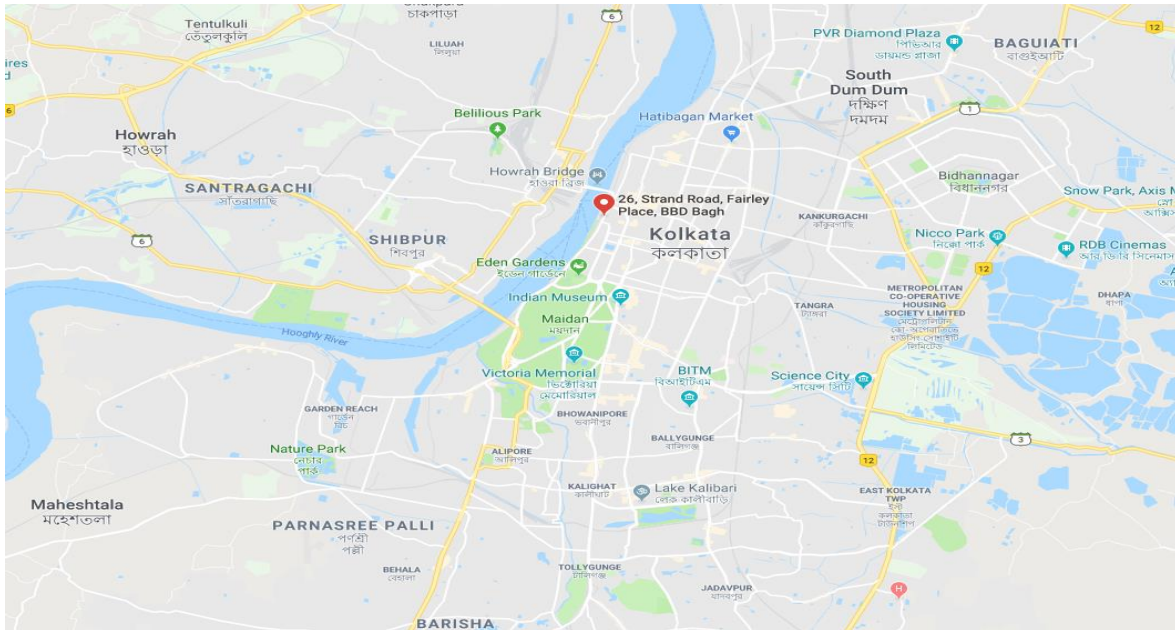
No.	Item No.	Type of Resolution	No. Of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of -The Financial Statement of the Company for the year ended March 31, 2018, and the report of the Directors and Auditors thereon.				
2.	To appoint a Director in place of Sandeep 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 Tarun kumar Brambhata as Executive Director of the Company:				
5.	To appointment of Mr. Mit Tarunkumar Brambhata as Managing Director of the company for a Period of 5 (Five) Consecutive years, commencing from 29 <sup>th</sup> September, 2018 to 28 <sup>th</sup> September 2023.				
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				
	To regularize the appointment of Mr. Sanket Mehta as Non-Executive Independent Director of the Company				

**Place: Mumbai**

**Date:**

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(Signature of the shareholder)

## ROAD MAP FOR VENUE OF THE AGM



## VENUE OF AGM

26/1 Strand Road 1<sup>ST</sup> Floor Kolkata WB 700001 IN