

NAVKETAN MERCHANTS LIMITED

CIN: L51909WB1994PLC062027

12, Waterloo Street, Kolkata-700069, Tel: 91-33-22485923, Fax: 91-33-22484665
Email - info@navketanmerchants.com • Website: www.navketanmerchants.com

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of Navketan Merchants Limited will be held at 12, Waterloo Street, Kolkata 700 069 on Thursday, 19th November 2020 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors.
2. To appoint a director in place of Mr Kamal Dani (DIN 07960272) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: -:

"RESOLVED THAT, pursuant to the provisions of Sections 139 (1) and (9), 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, the Company hereby appointed M/s Mamta Jain & Associates, Chartered Accountants, having Registration No. 328746E, as the Statutory Auditors of the Company for a period of five consecutive years from the year ending 31st March, 2019 to 31st March, 2023. The requirement for the annual ratification of auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 effective from May 7, 2018."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

Place: Kolkata
Date: 27th October, 2020

By order of the Board
NAVKETAN MERCHANTS LIMITED

Arya Shaw
Arya Shaw
Company Secretary
Mem No. A53188



NOTES:

1. A member entitled to attend and vote is also entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. Proxies in order to be effective must be received by the company not later than 48 hours before the commencement of the meeting. A member or his proxy may vote either for or against each resolution.
2. The register of members and transfer books of the company will be closed from 13th November 2020 to 19th November, 2020 (both days inclusive).
3. The notice of the 27th AGM and the Annual Report 2019-20 will be available on the Company's website, www.navketanmerchants.com
4. All relevant documents referred in the notice will be available for inspection by the members at the Registered Office of the Company between 10AM and 12 Noon on any working day of the Company up to the date of the meeting.
5. Voting through electronic means-
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 27th Annual General Meeting by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for E-Voting are as under:
 - II. The Remote E-Voting period begins from **Monday, 16th November, 2020 from 9.00 a.m.** and ends on **Wednesday, 18th November, 2020 till 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **Thursday, 12th November, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
 - III. The notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of Remote E-Voting process along with printed Attendance Slip and Proxy Form is enclosed. The Remote E-Voting particulars are provided at the bottom of the Attendance Slip for the 27th Annual General Meeting.

- IV. The process and manner of e-voting are provided below:
- a. Log on to the E-Voting website: www.evotingindia.com during the remote e-voting period.
 - b. Click on "Shareholders" tab
 - c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "**Navketan Merchants Limited**" from the drop-down menu and click on "SUBMIT".
 - d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - g. However, if you are a first-time user, please use the E-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
 - h. After entering these details appropriately, click on "SUBMIT" tab.
 - i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatory 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.
 - j. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for E-Voting on the resolutions contained in this Notice.
 - k. Click on the relevant EVSN "**Navketan Merchants Limited**" for which you choose to vote.

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.

- I. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- q. ● Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Authorized Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- V. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll-free number: 1800-200-5533.

6. 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/entitlement date of 12th November, 2020.

7. Any person who becomes a member of the Company after dispatch of notice of the meeting and holding shares as on the cut-off date i.e. 12th November, 2020 may obtain the user ID and password in the manner as mentioned below.

a) Member may call CDSL's toll free number 1800-20-5533

b) Member may send an e-mail request to helpdesk.evoting@cdslindia.com/
absconsultant@vsnl.net

8. Voting at AGM – the facility for voting through ballot / polling paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their votes through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their votes through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

9. The Company has appointed Mr. Dilip Sultania, a Practicing Chartered Accountant as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

10. The Scrutinizer shall unblock the data of remote e-voting after the voting on all the resolutions, at the venue of the AGM, is completed. The scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 3 days of the conclusion of the meeting make a consolidated scrutinizer's report and submit the same to the chairman of the meeting or any officer authorized by the Chairman in this regard. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.navketanmerchants.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

11. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting that is 19th November, 2020.

Place: Kolkata

Date: 27th October, 2020

By order of the Board
NAVKETAN MERCHANTS LIMITED

Arya Shaw

Arya Shaw

Company Secretary
Mem No. A53188



Profile of Director seeking re-appointment in ensuing Annual General Meeting furnished in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr Kamal Dani
Date of Birth	14 th May, 1956
Date of Appointment	17 th February, 2018
Expertise in Specific functional areas	Business Management
Companies in which outside Directorship is held	<ol style="list-style-type: none"> 1. Specon Engineering Private Limited 2. Avighna Merchants Private Limited 3. ParampitaVyapaar Private Limited 4. Rangsidh Enterprises Private Limited 5. MahodarVinimay Private Limited 6. MahakayaVanijya Private Limited 7. Mahanad Tracom Private Limited 8. MahatapaVintrade Private Limited 9. Saukhyada Commerce Private Limited 10. SumukhanVintrade Private Limited 11. SukhadahCommosales Private Limited 12. LamodarVinimay Private Limited 13. Richfield PetroleumPvt Ltd 14. Terai Plantation Ltd 15. Anivarti Advisors Limited 16. DurdharDealcom Limited 17. Bhavamochani Ventures Limited 18. Bhaynashan Suppliers Limited 19. Ranch Exim Private Limited
Chairman/Member of the Committees of the Board of the other Companies on which he is a Director	-

Place: Kolkata

Date: 27th October, 2020

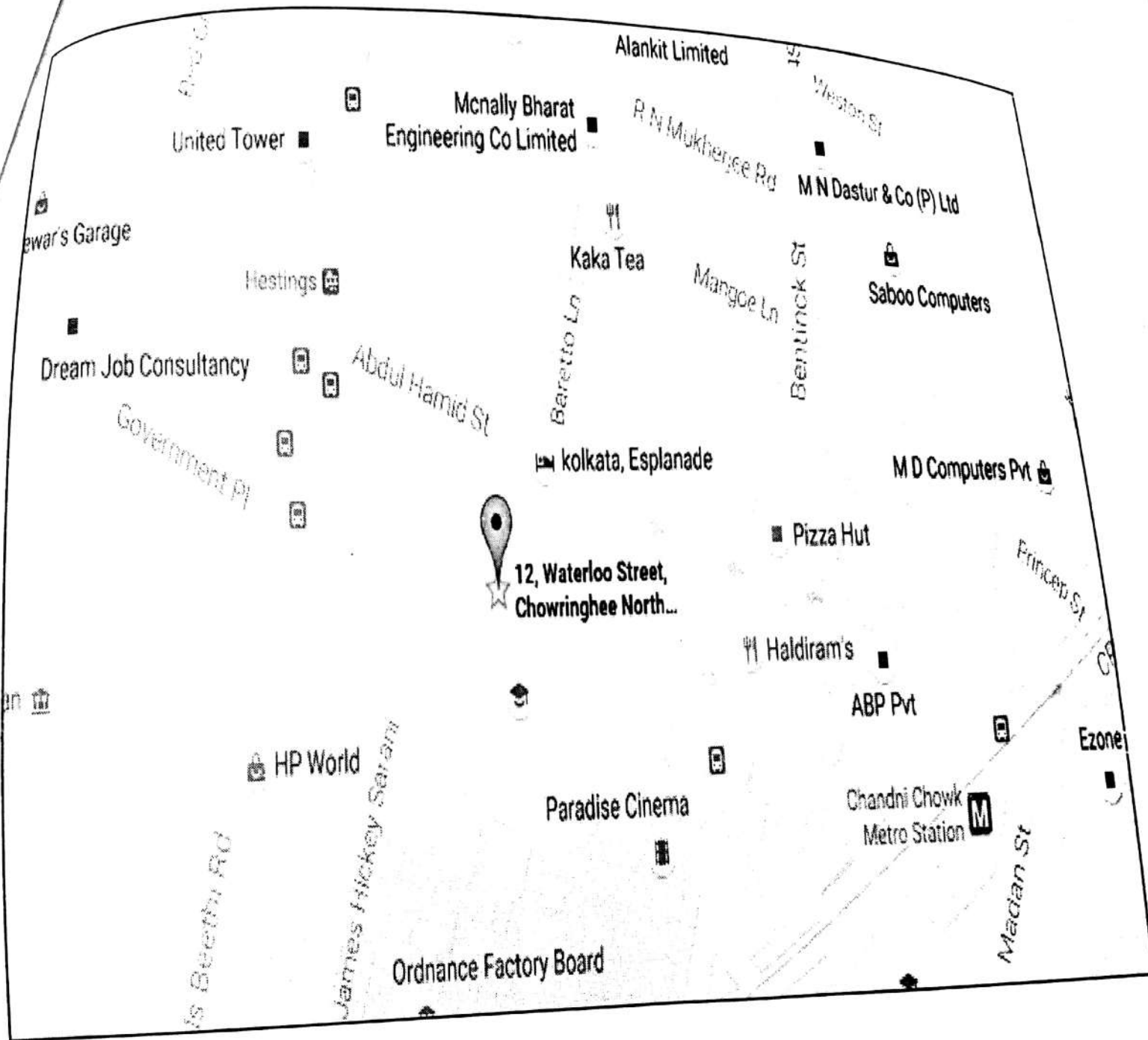
By order of the Board
NAVKETAN MERCHANTS LIMITED



Arya Shaw

Arya Shaw
Company Secretary
Mem No. A53188

Route map to the venue of the AGM



NAVKETAN MERCHANTS LIMITED

Regd. Off.: 12, Waterloo Street, Kolkata 700 069, (West Bengal)
Phone: (91-033) 22485923, Fax: (91-033) 22484665
E-mail: info@navketanmerchants.com, CIN: L51909WB1994PLC062027

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

1. I hereby record my presence at the **27thAnnual General Meeting** of the Company being held on **19thNovember, 2020** at 11.00 a.m. at 12, Waterloo Street, Kolkata 700 069.

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 5 to the Notice dated 27thOctober, 2020 of the 27thAnnual General Meeting. The E-Voting period starts from 9.00 A.M. on Monday, 16thNovember, 2020 and ends at 5.00 P.M. on Wednesday, 18thNovember, 2020.The E-voting module shall be disabled by CDSL for voting thereafter.

NAVKETAN MERCHANTS LIMITED

Regd. Off.: 12, Waterloo Street, Kolkata 700 069, (West Bengal)

Phone: (91-033) 22485923, Fax: (91-033) 22484665

E-mail: info@navketanmerchants.com, CIN: L51909WB1994PLC062027

27th Annual General Meeting, Thursday, 19th November, 2020

Form No. MGT-11 PROXY FORM	
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]	
CIN	: L51909WB1994PLC062027
Name of the Company	: Navketan Merchants Limited
Registered office	: 12, Waterloo Street, Kolkata 700 069
Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	
I / We, being the member(s) of Shares of the above named company, hereby appoint:	
(1) Name	Address
E-mail ID	Signature..... or failing him;
(2) Name	Address
E-mail ID	Signature..... or failing him;
(3) Name	Address
E-mail ID	Signature..... or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 27th Annual General Meeting of the company, to be held on Thursday, 19th November, 2020 at 11:00 a.m. at 12, Waterloo Street, Kolkata 700 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
1	Ordinary Resolution to consider and adopt Audited Financial Statement, Reports of the Board of Directors relating thereto and that of the Auditors thereon.		
2	Ordinary Resolution for appointment of Director in place of Mr Kamal Dani (DIN 07960272) who retires by rotation and being eligible offers himself for re-appointment.		
3	Ordinary Resolution for the appointment of M/s Mamta Jain & Associates, Chartered Accountants, having Registration No. 328746E, for a period of five consecutive years from the year ending 31st March, 2019 to 31st March, 2023.		

Signed this day of 2020

Signature of shareholder :

Signature of Proxy holder(s) :

Note :- (1) 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.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

* (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.