

# **EMERALD COMMERCIAL LIMITED**

18, Rabindra Sarani, Poddar Court, Gate No.4, 4<sup>th</sup> Floor, Room No. 4, Kolkata-700 001  
Phone: 033 -22495083, Email: [emerald.com@gmail.com](mailto:emerald.com@gmail.com), Website: [www.emeraldcommercial.in](http://www.emeraldcommercial.in)  
CIN No. : L29299WB1983PLC036040

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Fifth Annual General Meeting of the Members of the **EMERALD COMMERCIAL LIMITED** will be held at the Registered office of the Company at "Poddar Court" 18, Rabindra Sarani, Gate no.4, 4<sup>th</sup> Floor, Room No.4, Kolkata-700 001 on Monday, 18<sup>th</sup> September, 2017 at 11.00 AM. to transact the following business.

### **ORDINARY BUSINESS:**

**Item No. 1:** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

**Item No. 2:** To appoint a Director in place of Mr. Indrajit Sett who retires by rotation and being eligible, offers himself for re-appointment.

**Item No. 3:** To appoint M/s. PRAKASH PATWARI & Co, Chartered Accountants as Statutory auditors of the Company, in the place of M/s. SHAH RAVI & CO. Chartered Accountants and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and 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), M/s. PRAKASH PATWARI & Co. Chartered Accountants, Kolkata (FRN - 325639E), in place of M/s. SHAH RAVI & CO. Chartered Accountants, Kolkata (FRN - 328384E), have offered themselves for their appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the Company's financial year 2017-18, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors.

By Order of the Board  
For Emerald Commercial Limited

Sd/-  
Anisha Agarwal  
Company Secretary

Place : Kolkata  
Date : 12.08.2017

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** *The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.*

*Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith*

2. *The Register of Members and Equity Share Transfer Registers will remain closed from 12<sup>th</sup> September, 2017 to 18<sup>th</sup> September, 2017 (both days inclusive).*
3. *Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.*
4. *Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.*
5. *Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.*
6. *In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote*
7. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents (M/s.Maheshwari Datamatics Private Limited.)*
8. *As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.*

9. *Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s.Maheshwari Datamatics Private Limited, Share Transfer Agents of the Company for their doing the needful.*
10. *Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.*
11. *In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.*
12. *In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form*
13. *Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.*
14. *Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members*
15. *Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.emeraldcommercial.in](http://www.emeraldcommercial.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: emrald.com@gmail.com,*
16. *Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/S. Maheshwari Datamatics Private Limited**, Share Transfer Agents of the Company for their doing the needful.*

## 17. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 11.09.2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 15<sup>th</sup> of September, 2017 and will end at 5.00 p.m. on 17<sup>th</sup> of September, 2017. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

### **The Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "**EMERALD COMMERCIAL LIMITED**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - VII.** 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](http://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 mandatorily enter their login password in the new password field.
- j. 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.
- k. 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.
- l. Click on the relevant EVSN "**EMERALD COMMERCIAL LIMITED**" for which you choose to vote.
- m. 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.

- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. 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.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. 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.
- s. **For Non – Individual Shareholders and Custodians:**
- t. ● Non Individual 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 Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval I accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II.** In case you have any queries or issues regarding 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).
- III.** 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.
- IV.** If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.
- V.** The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 11.09.2017.**
- VI.** Mr. Akhil Agarwal, a Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in

*the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.*

*The Results shall be declared after the 35<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL and The Calcutta Stock Exchange Limited and The Metropolitan Stock Exchange Of India Limited** on or after 18<sup>th</sup> September 2017.*

**By Order of the Board**  
For Emerald Commercial Limited

Sd/-  
Anisha Agarwal  
Company Secretary

Place : Kolkata

Date : 12.08.2017

# **EMERALD COMMERCIAL LIMITED**

18, Rabindra Sarani, Poddar Court, Gate No.4, 4<sup>th</sup> Floor, Room No. 4, Kolkata-700 001  
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## **Form No. MGT-11**

### **Proxy form**

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

CIN : L29299WB1983PLC036040  
Name of the company : EMERALD COMMERCIAL LIMITED  
Registered office : 18, Rabindra sarani, Poddar Court , Gate No.4, 4th Floor, R/No.4, Kolkata-1  
E- mail :  
Website :  
Name of the member (s) :  
Registered Address :  
E-mail Id :  
Folio No/ Client ID :  
DP ID :

I/We, being the member of ----- equity shares of the above named company, hereby appoint

Name :  
Address :  
E-mail id :  
Signature :., or failing him

Name :  
Address :  
E-mail id :  
Signature :., or failing him

Name :  
Address :  
E-mail id :  
Signature :

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 35<sup>th</sup> Annual General Meeting of the company, to be held on the 18<sup>th</sup> day of September, 2017 At 11.00 AM at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4<sup>th</sup> Floor, room

No.4, Kolkata-700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

Sl. No	Resolution	Optional	
		For	Against
1.	<i>Adoption of Financial Statement of Accounts for the year ended on 31st March, 2017.</i>		
2.	<i>Reappointment of Mr. Indrajit Sett, Director, retire by rotation.</i>		
3.	<i>Appointment of PRAKASH PATWARI &amp; Co Chartered Accountants, Mumbai (FRN - 325639E) in place of M/s. SHAH RAVI &amp; CO. Chartered Accountants, Kolkata (FRN - 328384E), as a Statutory Auditor and fixing their remuneration.</i>		

Signed this.....day of..... 2017

Signature of Shareholder \_\_\_\_\_

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

Please Affix Revenue Stamp
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**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.

A Proxy need not be member of the Company.



# ***EMERALD COMMERCIAL LIMITED***

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## ***ATTENDANCE SLIP***

<i>Regd. Folio / DP ID &amp; Client ID</i>	
<b>Name and Address of the Shareholder</b>	

1. I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of the Company being held on 18<sup>th</sup> September, 2017 at 11.00 A.M at the Registered Office of the Company at "PODDAR COURT" 18, Rabindra Sarani, Gate No. 4, 4<sup>th</sup> Floor, Room no.4, Kolkata-700001

1. *Signature of the Shareholder/Proxy Present*

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.

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### ELECTRONIC VOTING PARTICULARS

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

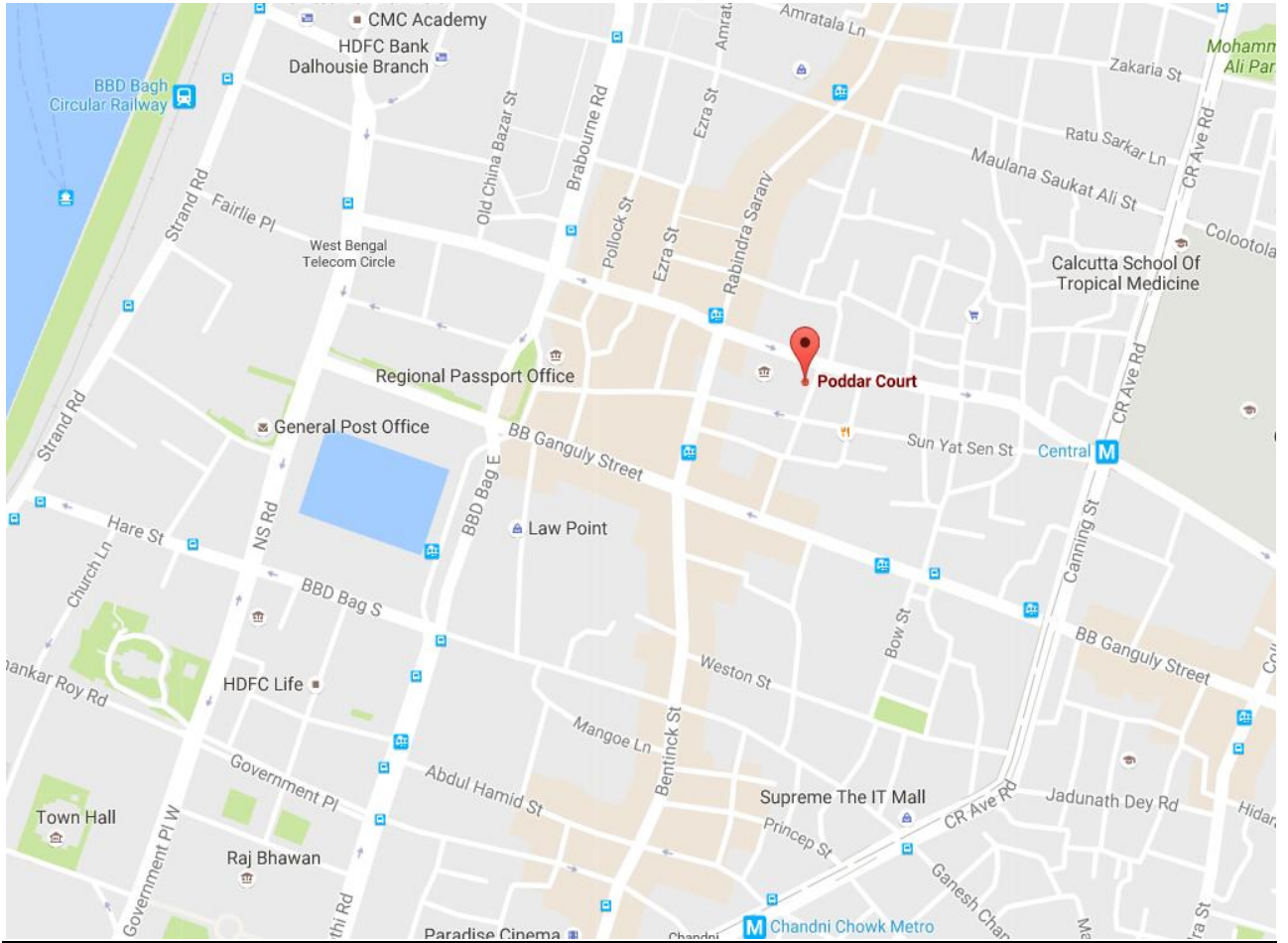
Notes:

- (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. 17 to the Notice dated 12<sup>th</sup> August, 2017 of the 35<sup>th</sup> Annual General Meeting. The e-voting period starts from 09.00 A.M. on 15.09.2017 and ends at 5.00 P.M. on 17.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

# ***EMERALD COMMERCIAL LIMITED***

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## **ROAD MAP TO AGM VENUE**



18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR,  
ROOM NO.4, KOLKATA-700001