

AVON MERCANTILE LIMITED

Registered Office :

S Global Knowledge Park, 19A & 19B,

Sector-125, NOIDA-201301 (U.P.)

CIN : L17118UP1985PLC026582

Phone : 0120-3355131, 3859000

Website: www.avonmercantile.in

Email Id : avonsecretarial@gmail.com

NOTICE

Notice is hereby given that the 34th Annual General Meeting of AVON MERCANTILE LIMITED will be held on Monday, 30th September, 2019 at 10:00 A.M. at S Global Knowledge Park, 19A & 19B, Sector-125, Noida – 201301 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and the Profit and Loss Account together with Cash Flow Statement for the Financial Year ended on that date along with the Directors' Report and Auditors' Report thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1), 184 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Kamalapati Kashyap (DIN: 02359002), who was appointed as an Additional Director of the Company w.e.f. 21st July, 2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1), 184 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Gurvinder Pal Singh (DIN: 05207077), who was appointed as an Additional Director of the Company w.e.f. 21st July, 2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended, the appointment of Ms. Seema Salwan (DIN : 06944301) who was appointed by the Board as an Additional Director in the category of Non – Executive Independent Director and holds office upto the date of this Annual General Meeting and in respect of whom a notice in writing under Section 160 of the Act has been received from a member of the Company proposing her candidature for the office of Director and who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby approved as an Independent Director of the Company for a period of five years w.e.f. 14th August, 2019 not liable to retire by rotation.”

By Order of the Board
For **Avon Mercantile Limited**

Place : Noida
Date : 14th August 2019

Sd/-
(Pranjul Gupta)
Company Secretary &
Compliance Officer
M. No. A35912

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto (**Annexure-A**).
2. Brief resume of the Director seeking re-appointment as mandated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed as (**ANNEXURE – B**) hereto and forms part of the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY OF ANY OTHER MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ATTENDANCE SLIP.
4. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the meeting.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing them to attend and vote on

their behalf at the meeting.

6. A route map has been attached with this notice for your convenience to reach at the venue of the Annual General Meeting of the Company.
7. Members are requested to intimate any change in their address directly to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited – F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020.
8. The members are requested to intimate their queries to the Company at its Registered Office Address, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th September 2019 to Monday, 30th September 2019 (both days inclusive).
10. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e-mail ids with the Company. Members whose e-mail id is not registered with the Company will be sent physical copies of the Annual Report at their registered address through permitted mode as specified under Section 20(2) of the Companies Act, 2013 and Rule 35 of the Companies (Incorporation) Rules, 2013. To support the 'Green Initiative' the Members who have not registered their email addresses are requested to register the same with the Company.
12. The Annual Report of the Company for the year ended 31st March 2019 is uploaded on the Company's website www.avonmercantile.in and may be accessed by the members.
13. 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 can submit their PAN to the Company / MCS Share Transfer Agent Limited.
14. Statutory Registers and documents referred to in the Notice and Explanatory Statement as required to be maintained under the provisions of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting and will also be available for inspection at the venue of the meeting.
15. VOTING THROUGH ELECTRONIC MEANS
 - I. In compliance with the 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the members 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 National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot 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 ballot paper.
 - III. 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.
 - IV. The process and manner for remote e-voting are as under:

- a. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
- a) Open e-mail and open PDF file viz “Avon-remote e-Voting.pdf” with your Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password and you will be asked to change this password when you log-in for the first time.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c) Click on Shareholder-Login.
 - d) Put user ID and password as initial password noted in step (a) above. Click Login.
 - e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g) Select “EVEN” of “AVON Limited”.
 - h) Now you are ready for remote e-voting as Cast Vote page opens.
 - i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) Institutional shareholders (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, to the Scrutinizer through e-mail to caamitjain.btp@gmail.com with a copy marked to evoting@nsdl.com.
- b. In case of Members receiving Physical copy of Notice of Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy) :
- i. Initial password is provided in the box overleaf.
 - ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above at 14 (IV) (A), to cast vote.
 - a) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - b) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - c) The e-voting period commences on Friday, 27th September, 2019 (9.00 am) and will end on Saturday, 29th September 2019 (5.00 pm). During this period members of the Company, holding shares as on the cut-off date, being 23rd September 2019 may cast their vote electronically in the manner and process as set out above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.

- g) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, they may also obtain the login ID and password by sending a request at evoting@nsdl.com or RTA, MCS Share Transfer Agent Limited.
- h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- i) A person, whose name is recorded in the register of members, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- j) Mr. Amit Kumar Jain, Practicing Chartered Accountant (M. No.-509349) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
- l) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.avonmercantile.in/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the Calcutta Stock Exchange Association Limited.

ANNEXURE - A

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Item No. 2

As per Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed company is required to have not less than fifty per cent of the board of directors shall comprise of non-executive directors.

Accordingly in terms of Sections 149, 152, 161(1), 184 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Kamalapati Kashyap was appointed as an Additional Director w.e.f. 21st July 2019, to hold office till conclusion of this Annual General Meeting. His term of office shall be liable to determination by retirement of directors by rotation.

Mr. Kamalapati Kashyap is a Company Secretary and has more than 20 years of experience in various fields covering Business Companies Act, 2013, Legal Aspects etc. and is on the Board of several Indian Companies.

The Board feels that presence of Mr. Kamalapati Kashyap on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 2 for adoption.

None of the Directors except Mr. Kamalapati Kashyap, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No. 3

As per Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed company is required to have not less than fifty per cent of the board of directors shall comprise of non-executive directors..

Accordingly in terms of Sections 149, 152, 161(1), 184 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Gurvinder Pal Singh was appointed as an Additional Director w.e.f. 21st July 2019, to hold office till conclusion of this Annual General Meeting. His term of office shall be liable to determination by retirement of directors by rotation.

Mr. Gurvinder Pal Singh is a Chartered Accountant and has more than 20 years of experience in various fields covering Finance, Legal Aspects etc. and is on the Board of several Indian Companies.

The Board feels that presence of Mr. Gurvinder Pal Singh on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 3 for adoption.

None of the Directors except Mr. Gurvinder Pal Singh, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No. 4

In terms of Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint Independent Directors, who shall hold office for a period of upto five consecutive years and shall not be liable to retire by rotation. An Independent Director may be appointed for a maximum of two consecutive terms of upto five years each.

Accordingly in terms of Sections 149 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Seema Salwan is proposed to be appointed as Independent Director for a term as stated in the Resolution. The Company has received notices, in writing, from a member, alongwith the deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Ms. Seema Salwan for the appointment as Independent Director of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that she meet with the criteria of independence as prescribed under Section 149 (6) of the Act and SEBI (LODR) Regulations, 2013.

In the opinion of the Board, she fulfill the conditions as specified in the Companies Act, 2013 and Rules made thereunder for the appointment as Independent Director of the Company and she is independent from the management.

A brief profile of Independent Director to be appointed, including nature of their expertise and other disclosure as required under SEBI (LODR) Regulations, 2013, is provided at **Annexure-B** of this Notice.

Except this Director, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item No. 4.

The Board recommends the resolution in relation to the appointment of her as Independent Director, for the approval by the shareholders of the Company.

ANNEXURE-B

Details of Directors seeking reappointment in forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

| | | | |
|--|--|---|--|
| Name of Director | Mr. Kamalapati Kashyap | Mr. Gurvinder Pal Singh | Ms. Seema Salwan |
| Date of Birth | 30 th August, 1975 | 12 th September, 1961 | 7 th September, 1966 |
| Date of Appointment as Director | 21 st July, 2019 | 21 st July, 2019 | 14 th August, 2019 |
| Qualification | CS, CWA and LL.B by qualification, having experience of over 20 years in finance, Secretarial and legal. | Chartered Accountant from ICAI. | A practicing advocate, having Honours Degree in Psychology and LL.B, having experience of more than 30 years in legal field. |
| Expertise in specific functional areas | Have 20 years of experience in Finance, secretarial and legal aspects. | Have more than 20 years of vast experience in Finance, accounting and expertise in fields of Direct and Indirect Taxation etc. the field of finance and accounting. | Have more than 30 years of legal practice in the areas of litigation, mediation, corporate and commercial law, mergers and acquisitions, regulatory and compliance, and litigation strategy. |

| | | | |
|---|---|-------------------------------|--|
| List of Other Directorship | Smart Dreams Pvt. Ltd., Saket City Residences Pvt. Ltd., Smart Global Corporate Holdings Pvt. Ltd., Smart Entertainment Pvt. Ltd., Modipur Realty Pvt. Ltd., Smart Global Ventures Pvt. Ltd. (under strike off), Spicebulls Investments Ltd., Modipur Devices Pvt. Ltd., Saket City Medical Office Building Pvt. Ltd., Global Citizen Forum India, Saket Medicity Pvt. Ltd., Saket City Rehabilitation Centre Pvt. Ltd., Smart Yoga Pvt. Ltd. | Smart Entertainment Pvt. Ltd. | Hindustan Retail Pvt. Ltd., Bharat BPO Services Ltd. and IO System Ltd. |
| List of Companies in which the membership of Committees of the Board held | IO System Limited | NIL | Member – Nomination & Remuneration Committee & Audit Committee of Bharat BPO Services Ltd. |
| Number of Shares held in the Company | NIL | NIL | NIL |