

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd (Thirty third) Annual General Meeting of the Members of **Durgesh Merchants Limited** will be held on Wednesday, **the 20th day of September, 2017 at 10 a.m. at D-220, Basement, Defence Colony, New Delhi-110024** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March, 2017, together with the Profit and Loss Account for the financial year ended on that date along with schedules appended thereto and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Jayanti Sharma (DIN: 05285845), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of **M/s Krishan Rakesh & Company, Chartered Accountants (FRN: 009088N)** as Statutory Auditors of the Company.

SPECIAL BUSINESS

4. **TO REGULARISE MS. POONAM AHUJA (DIN: 05351468) AS A DIRECTOR OF THE COMPANY**

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 Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 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 pursuant to Articles of Association of the Company, Ms. Poonam Ahuja (DIN: 05351468), who was appointed as an Additional Non Executive Director of the Company on 23rd March, 2017 and who holds the office up to this annual general meeting be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of rotation.”

5. **TO REGULARISE MR. KAMAL AHUJA (DIN: 00005195) AS A DIRECTOR OF THE COMPANY**

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 Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 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 pursuant to Articles of Association of the Company, Mr. Kamal Ahuja (DIN:00005195), who was appointed as an Additional Non Executive Director of the Company on 6th April, 2017 and who holds the office up to this annual general meeting be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of rotation.”

6. TO APPOINT MR. YASH MALHOTRA (DIN: 07596446) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

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 Sections 149, 152, read with Schedule IV, 161 and any other applicable provisions of the Companies Act, 2013 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) Mr. Yash Malhotra (DIN 07596446), who was appointed as an Additional Non-Executive Independent Director of the Company on 2nd January, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five(5) consecutive years. ”

7. TO APPOINT MS. SURBHI SHARDA (DIN: 07739608) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

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 Sections 149, 152 read with Schedule IV, 161 and any other applicable provisions of the Companies Act, 2013 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 pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Ms. Surbhi Sharda (DIN: 07739608), who was appointed as an Additional Non Executive Independent Director of the Company on 22nd February, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, in terms of Section 149(4), (10) & (11) of the Companies Act, 2013, to hold office for a term of five(5) consecutive years ”

8. TO APPOINT MR. ROHIT AHUJA (DIN:07859817) AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 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 pursuant to Articles of Association of the Company, Mr. Rohit Ahuja (DIN: 07859817), who was appointed as an Additional Non Executive Director of the Company on 30th May, 2017 and who holds the office up to this Annual General Meeting be and is hereby appointed as Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, approval of the members of the Company be and is hereby accorded towards the appointment of Mr. Rohit Ahuja (DIN: 07859817) as Managing Director of the Company with effect from 20th September, 2017, upto a period of five(5) years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors

to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rohit Ahuja.

RESOLVED FURTHER THAT the remuneration payable shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the members hereby authorize the Board to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

By order of the Board

For **DURGESH MERCHANTS LIMITED**

Sd/-

Praveen Prabhaker Tiwari

(Company Secretary & Compliance Officer)

Address: D-220, Basement,

Defence Colony, New Delhi-110024 Date: 23rd August, 2017

Place: New Delhi

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

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 for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. **Also, Route map to the venue of the meeting is enclosed.**
4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.

- 6.** Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 17th September, 2017 to 20th September 2017 (both days inclusive) for the purpose of Annual General Meeting.
- 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Skyline Financial Services Pvt. Limited.
- 8.** The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.
- 9.** The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
- 10.** The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 11.** The ISIN of the Equity Shares of Rs.10/- each is INE616Q01011.
- 12.** Electronic copy of the Notice of Annual General Meeting and Annual Report 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depositories 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 copy of the Notice of Annual General Meeting and Annual Report 2016-17 is being sent in the permitted mode.
- 13.** All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
- 14.** Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
- 15.** Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
- 16.** For security reasons, no article/baggage will be allowed at the venue of the meeting.
- 17.** Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- 18.** All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
- 19.** The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 15th September, 2017, then the member may obtain Login ID and other e-Voting related details from the Company.

20. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
21. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment /re-appointment at the AGM, is provided in their respective explanatory statement. The Directors being eligible, offers him for re-appointment as required under the Companies Act, 2013 and the Rules there under is also provided in the annexure to the Notice.

ANNEXURE TO THE NOTICE

I. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATION

Item No. 2

RE-APPOINTMENT OF MS. JAYANTI SHARMA AS A DIRECTOR OF THE COMPANY

In terms of Section 152(6) of the Companies Act, 2013, Ms. Jayanti Sharma shall retire by rotation at this Annual General Meeting (AGM) and being eligible, offers herself for re-appointment.

Ms. Jayanti Sharma was appointed as a Non Executive Director w.e.f. 27th June, 2014. She is also the member of Audit Committee Meeting, Nomination and Remuneration Committee, Share Transfer Committee and Finance and Investment Committee as formed in the Company.

Information about the Appointee Directors:

Ms. Jayanti Sharma

Brief Profile:

Ms. Jayanti Sharma is a member of the Institute of Company Secretaries of India with a rich experience of more than 6 years. She is widely credited with abilities of leadership, managerial capacities and forethought. Under her supervision, Company has observed an improvement in terms of constant earnings and good amount of profits.

Disclosure of relationship between Directors inter-se:

Ms. Jayanti Sharma has no relationship with any of the Directors on Board.

Name	Ms. Jayanti Sharma
Age	33 years
Name of the other Companies in which Directorship held	1. Maharashtra Corporation Limited. 2. Lawmax Merchants Services Private Limited.
Name of the other Companies in which Committee Membership held	NIL
Shareholding in the Company	NIL

II. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5:

REGULARISATION OF MS. POONAM AHUJA AND MR. KAMAL AHUJA AS DIRECTORS OF THE COMPANY

Pursuant to the Section 161(1) of the Companies Act, 2013, Ms. Poonam Ahuja and Mr. Kamal Ahuja, were appointed as an Additional Directors with effect from 23rd April, 2017 and 6th April, 2017, respectively by the Board of Directors of the Company.

They hold the office up to the date of this Annual General Meeting but are eligible for the appointment as Directors, whose period of office shall be liable to determine by retirement by rotation.

The Company has received consent in writing to act as Directors in Form DIR-2 and intimations in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors.

Accordingly, the Board recommends the resolution Nos. 4 & 5 in relation to appointment of Ms. Poonam Ahuja and Mr. Kamal Ahuja as Directors, respectively, for the approval by the shareholders of the Company in this Annual General Meeting.

Information about the Appointee Directors:

Ms. Poonam Ahuja

Brief Profile:

Being a Fellow Member of the Institute of Company Secretaries of India (ICSI), LL.B Topper from University of Delhi, B.A. {English (H)} and PHD Corporate Governance, Ms. Poonam Ahuja is having a total work experience of more than 13 years. She has held the position of Company Secretary in a reputed Multi National Company for 5 years. She has conducted the research in Mahindra & Mahindra Group about the Corporate Governance norms. She has been practicing as a Company Secretary for more than a decade.

She has gained expertise in dealing with Stock Exchange and SEBI matters. She possesses in-depth knowledge in the areas of due diligence, compliance management, take-over/acquisition, listing and de-listing of Companies.

She has been advisor to Prasar Bharti and is handling the professional work of MTNL and Rural Electrification Corporation (REC) also.

Disclosure of relationship between Directors inter-se:

Ms. Poonam Ahuja is spouse of Mr. Kamal Ahuja, who is also an Additional Director of the Company except him she has no other relationship with any of the Directors on Board.

Name	Ms. Poonam Ahuja
Age	42 years
Name of the other Companies in which Directorship held	1. Servitude HR Solutions Pvt. Ltd. 2. Lawmax Merchant Services Pvt. Ltd.
Name of the other Companies in which Committee Membership held	NIL
Shareholding in the Company	NIL

Mr. Kamal Ahuja

Brief Profile

Mr. Kamal Ahuja is a practicing Advocate and has an experience of over 15 years in the field of legal consultancy. He possesses extensive management skills. He is bestowed with high degree of knowledge and expertise while handling complex issues and is renowned for limitless dedication when it comes to being a part of team.

Apart from the aforesaid, He holds vast amount of experience in the NBFC Sector. He has served as a Director in Category 'B' / Category 'A' Non Banking Financial Company.

Mr. Kamal Ahuja is an imperative person of the management of the Company. His management expertise and rich experience is continuously helping the business to develop and is further facilitating in the proposed expansion of financing business.

Disclosure of relationship between Directors inter-se:

Mr. Kamal Ahuja is spouse of Ms. Poonam Ahuja and is a brother of Mr. Rohit Ahuja, who are also Additional Directors of the Company ,except them he has no other relationship with any of the Directors on Board.

Name	Mr. Kamal Ahuja
Age	42 years
Name of the other Companies in which Directorship held	1. Epic Advisors Pvt. Ltd. 2. Lawmax Management Consultant Pvt Ltd. 3. Shakumbri Motor And General Finance ltd. 4. Servitude HR Solutions Pvt. Ltd. 5. Front Row Consultancy Pvt. Ltd.
Name of the other Companies in which Committee Membership held	NIL
Shareholding in the Company	21.28%

Item No. 6 & 7:

APPOINTMENT OF MR. YASH MALHOTRA AND MS. SURBHI SHARDA AS INDEPENDENT DIRECTORS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is in consistent with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Yash Malhotra and Ms. Surbhi Sharda, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in their respective Resolutions.

Copy of the letter of appointment of Mr. Yash Malhotra and Ms. Surbhi Sharda as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Therefore, the Directors of your Company recommend the aforesaid resolutions for your consideration and approval.

Except Mr. Yash Malhotra and Ms. Surbhi Sharda, being appointees, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolutions as set out in Item No.s 6 & 7. .

The Board of Directors therefore, recommends the resolutions for appointment of **Mr. Yash Malhotra and Ms. Surbhi Sharda** as Independent Directors of the Company for approval of the members by passing Ordinary resolutions.

Information about the Appointee Directors:

1. Mr. Yash Malhotra

Brief Profile:

Mr. Yash Malhotra is an eminent professional, being a member of Institute of Companies Secretary of India, he is well versed in Companies law and other related laws. He possesses good management techniques and rich experience. He is competent and capable to hold the current position and provide valuable services to the Company and opinions regarding the work execution in a balanced manner. He possesses a broad vision that shall be helpful for the Company to emerge more strongly.

Disclosure of relationship between Directors inter-se:

Mr. Yash Malhotra has no relationship with any of the Directors on Board.

Name	Mr. Yash Malhotra
Age	28 years
Name of the other Companies in which Directorship held	1. Visagar Polytex Limited 2. Trisha Media Limited
Name of the other Companies in which Committee Membership held	NIL
Shareholding in the Company	0.0000003%

2. Ms. Surbhi Sharda

Brief Profile

Ms. Surbhi Sharda is a versatile player in her area of professional field. Being a member of Institute of Companies Secretaries of India, possesses good interpretation skills and have a vast knowledge in area of Companies law and other related laws. She is competent and having a caliber to hold the proposed position and provide valuable services to the Company.

Disclosure of relationship between Directors inter-se:

Ms. Surbhi Sharda has no relationship with any of the Directors on Board.

Name	Ms. Surbhi Sharda
Age	24 years
Name of the other Companies in which Directorship held	NIL
Name of the other Companies in which Committee	NIL

Membership held	
Shareholding in the Company	0.00001%

Item No. 8:

TO APPOINT MR. ROHIT AHUJA AS MANAGING DIRECTOR OF THE COMPANY

Based on the recommendation of the Board, Mr. Rohit Ahuja was appointed as an Additional Non-Executive Director of the Company with effect from 30th May, 2017 to hold office up to the date of this Annual General Meeting. The Board recommends changing his designation to an Executive Director in the Company and is thereby propose him to be appointed as an Executive and Managing Director of the Company, subject to the approval of the Members.

Except Mr. Kamal Ahuja, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no.8 & 9.

Mr. Rohit Ahuja has been appointed as Managing Director for a period of 5 (Five) Years commencing from 20th September, 2017 with such remuneration as stated in agreement which will be executed by and between Board of Directors and Mr. Rohit Ahuja.

Terms and conditions

(i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

(ii) He shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of Directors.

(iii) He shall also adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(iv) He shall satisfy all the conditions set out under Section 196 and Schedule V of the Act.

(v) He shall hold office for five years. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.

(vi) He shall not be liable to retire by rotation.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Rohit Ahuja as Managing Director of the Company.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval as set out in Item No. 8.

Information about the Appointee Director:

The Board of Directors of the Company in its meeting held on 23th August, 2017 has accorded its consent for appointment of Mr. Rohit Ahuja as Managing Director for a period of 5 (Five) Years commencing without any remuneration, subject to the approval by members in the upcoming Annual General Meeting.

No Salary, Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to him.

Mr. Rohit Ahuja, 44 years old, being equipped with immense management skills, knows how to harmonize the team with the company's goals. Having a rich experience in financial and marketing sector, with best intentions, shares a vision to put out fires instead of working to unite the people as a Team.

Disclosure of relationship between Directors inter-se:

Mr. Rohit Ahuja and Mr. Kamal Ahuja are brothers, being a 'relative' as per Section 2(76) of the Companies Act, 2013, who is also an Additional Director of the Company except him he has no other relationship with any of the Directors on Board.

Name	Mr. Rohit Ahuja
Age	44 years
Name of the other Companies in which Directorship held	NIL
Name of the other Companies in which Committee Membership held	NIL
Shareholding in the Company	NIL

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2015, Durgesh Merchants Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Wednesday, the 20th day of September 2017 at 10:00 a.m. at registered office of the Company at D-220, Basement, Defence Colony, New Delhi-110024.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: 17th September, 2017 at 9:00 A.M.
- End of e-Voting: 19th September, 2017 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 15th September 2017.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 23rd August, 2017 for the Annual General Meeting scheduled to be held on Wednesday, the 20th day of September 2017. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

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 SEBI (Listing Obligation and Disclosure Requirements) 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 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 remote e-voting period commences on 17th September, 2017
- (v) 17th September, 2017 (9:00 am) and ends on 19th September, 2017 (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 15th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (vi) The process and manner for remote e-voting are as under:
 - A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN 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.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Durgesh Merchants Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 csshikhamunjal@gmail.com with a copy marked to evoting@nsdl.co.
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (ii) 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 downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (iii) 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.
- (iv) 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).
- (v) 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 15th September, 2017.
- (vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or durgeshmerchants@gmail.com.
- (vii) 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (viii) 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.
- (ix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (x) Ms. Shikha Munjal (Membership No.:46656) on behalf of M/s. S Munjal & Associates, Company Secretaries 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.

- (xi) 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.
- (xii) The Scrutinizer shall after the conclusion of voting at the general meeting, 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.
- (xiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 stock exchange.

By order of the Board

For DURGESH MERCHANTS LIMITED

Sd/-

Praveen Prabhaker Tiwari

Company Secretary

Address: D-220, Basement,

Defence Colony, New Delhi-110024

Date: 23rd August, 2017

Place: New Delhi

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: L51219DL1984PLC248322

Name of the Company: **Durgesh Merchants Limited**

Venue of the Meeting: D-220, Basement, Defence Colony, New Delhi-110024

Date and Time: Wednesday, the 20th day of September, 2017 at 10:00 a.m.

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/her

2. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 20th day of September, 2017 at 10:00 a.m. at D-220, Basement, Defence Colony, New Delhi- 110024 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	Adoption of Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Director in place of Ms. Jayanti Sharma (DIN: 05285845), who retires by rotation and, being eligible, offers herself for re-appointment.			
3.	Ratify appointment of M/s Krishan Rakesh & Company, Chartered Accountants (FRN: 009088N) as Statutory Auditors of the Company.			
SPECIAL BUSINESS:				
4.	Appointment of Ms. Poonam Ahuja (DIN: 05351468) as a Director.			

5.	Appointment of Mr. Kamal Ahuja (DIN: 0005195) as a Director.			
6.	Appointment Mr. Yash Malhotra (DIN: 07596446) as an Independent Director.			
7.	Appointment Ms. Surbhi Sharda (DIN: 07739608) as an Independent Director.			
8.	Appointment of Mr. Rohit Ahuja (DIN: 07859817) as Managing Director for the term of 5(Five) years.			

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this Day of 2017

Signature of shareholder.....

Signature of Proxy holder(s)

Affix One Rupee Revenue Stamp
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Note:

- a. 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.

ATTENDANCE SLIP

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

1. I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company being held on Wednesday, the 20th day of September, 2017 at 10:00 a.m. at the registered office of the company, at D-220, Basement, Defence Colony, New Delhi-110024.
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover 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

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

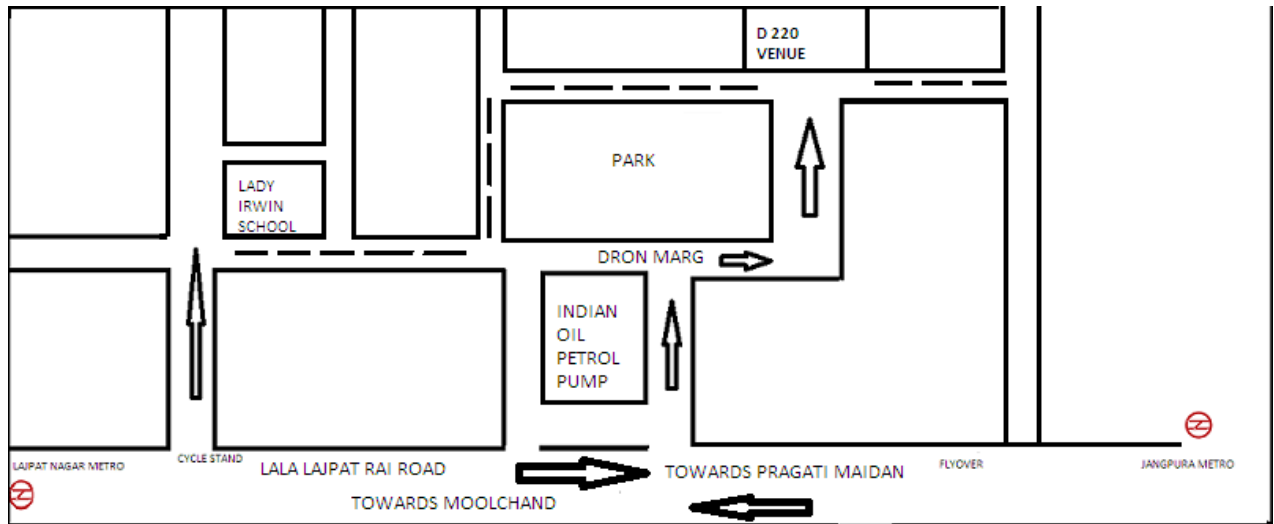
The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09.00 a.m. on 17th September , 2017
End of e-voting	Upto 05.00 p.m. on 19th September, 2017

Notes:

- (i) The cut-off date for the purpose of e-voting is 15th September, 2017.
- (ii) Please read the instructions printed under the Note to the Notice dated 23rd August, 2017 of the 33rd Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Sunday, 17th September, 2017 and ends at 5:00 P.M on Tuesday, 19th September, 2017. The e-Voting module shall be disabled by NSDL for voting thereafter.

Route Map for AGM of Durgesh Merchants Limited to be held on Wednesday, the 20th day of September, 2017 at 10:00 A.M.



If undelivered please return to:

Durgesh Merchants Limited
Regd. Office: D-220, Basement, Defence Colony,
New Delhi-110024
E-mail: durgeshmerchants@gmail.com