



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth (35th) Annual General Meeting of the Members of Gaurav Mercantiles Limited ("**the Company**") will be held on Wednesday, September 30, 2020 at 5:00 p.m. through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses.

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements, etc. for the financial year 2019-20

To receive, consider and adopt the Audited Financial Statements of the Company prepared as per Indian Accounting Standards, for the financial year ended March 31, 2020, including the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Raghav Bahl (DIN: 00015280) Director, liable to retire by rotation

To appoint Director in place of Mr. Raghav Bahl (DIN: 00015280), Director, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Re-appointment of Ms. Ritu Kapur (DIN: 00015423), Director, liable to retire by rotation

To appoint Director in place Ms. Ritu Kapur (DIN: 00015423), Director, who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the appointment of Ms. Ritu Kapur as a Whole Time Director and the Chief Executive officer

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 188, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Act (including statutory modification or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Articles of Association of the Company and on the recommendation from the Nomination and Remuneration Committee of the Company and approval by the Board of Directors, consent of the Members be and is hereby accorded to appoint Ms. Ritu Kapur as a Whole-Time Director and Chief Executive Officer for a period not exceeding 5 (five) years commencing from the date of approval of members at the 35th Annual General Meeting, on the terms and conditions including remuneration as set out in the Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "**the Board**" which term shall include the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Ms. Ritu Kapur (DIN:00015423), subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

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Website: www.gmlmumbai.com, email: cs@gmlmumbai.com, CIN: L74110MH1985PLC176592**



RESOLVED FURTHER THAT pursuant to the provisions of Section 203 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to appoint Ms. Ritu Kapur as the Chief Executive Officer w.e.f. the date of the approval of the Members at the 35th Annual General Meeting.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that in case of losses incurred by the Company during the above mentioned term of office, Ms. Ritu Kapur shall be paid the remuneration not exceeding the minimum remuneration in accordance with the provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and approve the change in designation of Mr. Raghav Bahl as Managing 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 Section 188, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Act (including statutory modification or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Articles of Association of the Company and on the recommendation from the Nomination and Remuneration Committee of the Company and the approval of the Board of Directors and in terms of the Ordinary Resolution passed by Members in the 34th Annual General Meeting with respect to the appointment of Mr. Raghav Bahl as Whole Time Director, consent of Members be and is hereby accorded to change the designation of Mr. Raghav Bahl to Managing Director of the Company for the period of 5 (five years), w.e.f. the date of the approval of the Members of the Company at the 35th Annual General Meeting, on the terms and conditions including remuneration as set out in the Statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “**the Board**” which term shall include the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Raghav Bahl (DIN:00015280), subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that in case of losses incurred by the Company during the above mentioned term of office, Mr. Raghav Bahl shall be paid the remuneration not exceeding the minimum remuneration in accordance with the provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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6. To consider and approve requests for re-classification from “Promoter and Promoter Group” category to “Public” category

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

“**RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations 2015 (“**Listing Regulations**”) and all other applicable provisions, including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time and subject to the approval of the concerned Stock Exchange and other appropriate statutory authorities as may be necessary, the consent of the Members be and is hereby accorded for the reclassification of status of the identified members of the Promoter / Promoter Group from the "Promoter and Promoter Group" category to the "Public" category of the Company subject to approvals from the BSE Limited ("BSE"):

S. No	Name of the identified member of Promoter / Promoter Group to be reclassified	PAN	No. of shares / securities held	Details of direct/ indirect control or special rights	Designation in the Company as KMP or in any other capacity
1.	Gulab Devi Bohra	AAJPB9872A	Nil	None	None
2.	Nikhil Bohra	AEOPB7030D	Nil	None	None
3.	Pratap Singh Bohra	AABPB9066A	Nil	None	None
4.	Tarun Bohra	AGBPB2499P	Nil	None	None
5.	Vivek Bohra	AEMPB7658H	Nil	None	None
6.	Bohra Exports Pvt. Ltd	AAACB1520D	Nil	None	Not applicable

RESOLVED FURTHER THAT the Directors of the Company, the officers authorised by the Board in this regard and the Company Secretary be and are hereby severally authorised to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make and submit all requisite applications with BSE, representations, filings, undertakings and any other documents, to BSE and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution.”

7. Approval for related party transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules (including any statutory modification(s) or re- enactment(s) notified thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), Company’s policy on Related Party transaction(s), enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be

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obtained from appropriate authorities, the consent of the Members be and is hereby accorded to enter into the related party transactions with following persons identified as related party within the meaning of the Section 2(76) of the Act on arm's length basis and in ordinary course of business:

#	Name of Related Party	Description of contract	Period	Maximum value
1.	RB Diversified Private Limited	Cost sharing, professional and editorial services	Till termination by mutual action	INR 1.5 Crores per annum
2.	RB Diversified Private Limited	Advertising Services	Till termination by mutual action	INR 1.5 Crores per annum

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto."

8. Approval for related party transactions

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and other applicable provisions (including any statutory modification(s) or re-enactment(s) notified thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), Company's policy on Related Party transaction(s) and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to engage Ms. Tara Bahl as a Consulting Editor of the Company in order to provide consultancy, correspondence and other media professional services, at an annual fees not exceeding USD 100,000.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary and to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto."

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One Indiabulls Centre
Senapati Bapat Marg, Lower Parel (W)
Mumbai- 400013

Place: Kanpur
Date: August 19, 2020

By order of the Board of Directors
For Gaurav Mercantiles Limited

Anukrati Agarwal
Company Secretary
M No: 57098

NOTES:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the 35th AGM shall be the Registered Office of the Company.

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the circulars issued by MCA and SEBI, the 35th AGM of the Company shall be conducted through VC / OAVM. CDSL will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
2. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.gmlmumbai.com.
3. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at cs@gmlmumbai.com.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of the 35th AGM.
6. The details required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Notice.
7. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed.

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8. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Act, are open for inspection at the registered office of the Company on any working day, between 11 A.M. and 1 P.M. up to the date of AGM and also available electronically and any member seeking inspection of such documents can mail us at cs@gmlmumbai.com.
9. The Company is providing facility for voting by electronic means and the business may be transacted through such voting.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

11. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
12. Shareholders holding shares in physical forms are requested to register / update their email addresses by sending scanned copy of the following details to the Company's Registrar and Share Transfer Agent i.e Skyline Financial Services Private Limited at subhashdhingreja@skylinerta.com:
 - i. A signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and complete address; and
 - ii. Self-attested scanned copy of PAN and an identity proof (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as mentioned above.

Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants.

13. The Notice of AGM along with Annual Report for FY 2019-20, are available on the website of the Company at www.gmlmumbai.com and on the website of BSE Limited at www.bseindia.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM

14. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform of CDSL Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e -voting credentials. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.

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15. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of CDSL.
16. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
17. Members who need assistance before or during the AGM, can contact Mr. Subhash Dhingreja, M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072 India through Email at subhashdhingreja@skylinerta.com or on Telephone No.: 022 28511022.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

18. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at cs@gmlmumbai.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Wednesday, September 23, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
19. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at cs@gmlmumbai.com on or before Wednesday, September 23, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
20. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at cs@gmlmumbai.com. These queries will be replied to by the company suitably by email.
21. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
22. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533. For, any other queries regarding Participating in AGM or other matter kindly write to cs@gmlmumbai.com. In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to : subhashdhingreja@skylinerta.com.

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PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

23. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of the Securities and Exchange Board of India ("Listing Regulations"), 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
24. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Friday, September 18, 2020 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
25. The remote e-voting period commences on Saturday, September 26, 2020 (9:00 A.M. IST) and ends on Tuesday, September 29, 2020 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 18, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
26. 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.

Instructions and other information relating to remote e-voting are as under:

- i. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.

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vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RAO0000100 in the "PAN" field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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. 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. 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.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xviii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
 - 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) 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 Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Procedure for E- Voting on the day of the AGM

- i. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- ii. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- iii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iv. If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- v. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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GENERAL INFORMATION FOR SHAREHOLDERS

27. Any person, who acquires shares of the Company and become members of the Company after sending the Notice and holding shares as on the cut-off-date i.e. September 18, 2020 may follow the same instructions as mentioned above for e-voting.

28. 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 OR

Mr. Subhash Dhingreja, M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safed Pool, Andheri East, Mumbai – 400 072 India through Email at subhashdhingreja@skylinerta.com or on Telephone No.: 022 28511022

Members may also write to the Company Secretary of the Company at the address: cs@gmlmumbai.com or contact at Telephone No. 020 45404000

29. The Company has appointed Mr. Devesh Vashisht, (CP No. 13700), Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates failing Ms. Priyanka (CP No. 16187) Practicing Company Secretary and Partner of M/s Sanjay Grover & Associates as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated scrutinizer’s report of the total votes casted in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

31. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.gmlmumbai.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned stock exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No: 4

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company in its meeting held on August 19, 2020 had approved the appointment of Ms. Ritu Kapur as the Whole Time Director and the Chief Executive Officer of the Company, subject to and with effect from the approval of Members of the Company at the ensuing Annual General Meeting. It is informed that Ms. Ritu Kapur is retiring by rotation at the ensuing Annual General Meeting, so it is proposed to appoint her as the Whole Time Director and the Chief Executive officer of the Company.

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It is further informed that as per Section 203(3) of the Companies Act, 2013 (“the Act”), the Whole-Time Key Managerial Personnel shall not hold office in more than one Company except in its subsidiary company at the same time. As Ms. Ritu Kapur is a Whole Time Director in Quintillion Media Private Limited, accordingly, to comply with the said provisions, Ms. Ritu Kapur will resign as the Whole Time Director from Quintillion Media Private Limited once her appointment as Whole Time Director is approved at the 35th Annual General Meeting of the Company. However, Ms. Ritu Kapur may continue as a non-executive director.

It is further informed that Ms. Ritu Kapur is a ‘related party’ in accordance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Accordingly, Ms. Ritu Kapur and Mr. Raghav Bahl (*as spouse of Ms. Ritu Kapur*) shall not participate and vote on the mentioned resolutions.

A brief profile of Ms. Ritu Kapur and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to this Notice.

It is further informed that Ms. Ritu Kapur satisfies all the conditions set out in Part-I of Schedule V of the Act and also the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for the appointment.

The specific information relating to proposed related party transactions required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Details required about related party	Information
Name	Ms. Ritu Kapur
Name of the Director or KMP who is related	Mr. Raghav Bahl
Nature of relationship to qualify as related party	Ms. Ritu Kapur is the spouse of Mr. Raghav Bahl, Promoter and Whole Time Director of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Annual gross salary of upto Rs 12,00,000 (<i>including various allowances and excluding the perquisites and expense reimbursements as specified in the resolution</i>). Ms. Ritu Kapur is appointed as Chief Executive officer and a Whole Time Director for a period of 5 (five) years, subject to the approval of Members of the Company.
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	NA

Broad particulars of the terms of appointment of and remuneration payable to Ms. Ritu Kapur are as under:

I. General information:

- Nature of industry-** Media and Entertainment
- Date ~~or expected date~~ of commencement of commercial production-** W.e.f July 1, 2020, the Company acquired ‘the Quint’ business.

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3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- NA

4. Financial performance based on given indicators:

(Amount in Rs.)

As per Audited Financials	
Particulars	Financial Year 2019-20
Paid up Capital	2,00,00,000
Reserves (Other Equity) excluding Revaluation	27,31,12,582
Reserves	
Total Income	1,23,40,018
Total Expenses	1,64,85,529
Profit/(Loss) before Tax	(41,45,511)
Tax Expenses	(10,77,833)
Profit/(Loss) after Tax	(30,67,678)

5. Foreign investments or collaborations, if any.- Nil

II. Information about the appointee:

1. Background details

Ms. Ritu Kapur was the co-founder and CEO of The Quint. She has driven the digital innovation at 'The Quint' from starting the innovation lab, to launching a health vertical – FIT, to driving the fight against misinformation with a fact check initiative - WebQoof.

Ms. Ritu Kapur has also strived to provide multiple platforms for free speech. One such platform is Talking Stalking, where 'The Quint' collaborated with senior advocate Kamini Jaiswal and Member of Parliament Dr Shashi Tharoor to submit a bill in Parliament to make stalking a non-bailable offence. Others include The Quint's multilingual campaign "BOL", and its citizen journalism initiative "My Report". Ritu feels very strongly about significant gender representation in mainstream journalism – and has been leading the "Me The Change" campaign on The Quint which focusses on the rights and aspirations of young women in India.

2. Past remuneration

During the financial year ended March 31, 2020, no remuneration was paid to Ms. Ritu Kapur other than the director sitting fees of Rs. 50,000.

3. Recognition or awards

She is on the advisory board of Oxford University's Reuters Institute of Journalism, the World Editor's Forum at WAN IFRA and Future News Worldwide. Ritu Kapur has been recognized by Outlook Business as "Woman of Worth 2017 - The Newsmaker".

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4. Job profile and her suitability

Ms. Ritu Kapur is being appointed as a Whole Time Director of the Company w.e.f the date of approval of Members at the 35th Annual General Meeting on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Ms. Ritu Kapur was the co-founder and CEO of 'The Quint' business which has been acquired by the Company w.e.f July 1, 2020. She has driven the digital innovation at 'the Quint' from starting the innovation lab, to launching a health vertical – FIT, to driving the fight against misinformation with a fact check initiative - WebQoof.

5. Remuneration proposed

a. Remuneration:

Ms. Ritu Kapur shall be paid Annual gross salary of upto Rs. 12,00,000 (*including various allowances and excluding the perquisites and expense reimbursements as specified below*) to be paid periodically in according with the company's norms payroll practice and subject to the withholdings.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Ms. Ritu Kapur, as maybe determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

The overall remuneration payable every year to the Whole time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc. as may be, shall be within the limits specified under Section 197 of the Act or any statutory modifications(s) or re-enactment(s) thereof.

b. Variable Pay:

Annual Variable pay, if any, each fiscal year, less applicable withholdings, subject to Company's achievements of certain fiscal milestones as determined by the Board of Directors in its sole discretion.

c. Perquisites:

In addition to the salary specified above, Ms. Ritu Kapur would be entitled to the following perquisites in accordance with company's policy as in effect from time to time:

- Medical Insurance
- Accidental Insurance
- Term Life insurance
- Other employee benefits plan

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d. Expenses:

The Company will also reimburse Ms. Ritu Kapur for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of duties hereunder, in accordance with Company's policy as in effect from time to time.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The current remuneration being paid to the Ms. Ritu Kapur (looking at the profile of the position and person) does not exceed the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed and shareholding of Ms. Ritu Kapur does not have any pecuniary relationship with the Company. Ms. Ritu Kapur is the spouse of Mr. Raghav Bahl, who is proposed to be designated as Managing Director of the Company. Ms. Ritu Kapur is also a Promoter of the Company.

III. Other information:

1. Reasons of loss or inadequate profits

During the Financial Year 2018-19, the Company had earned a total interest income of Rs 48,30,508 and Net Profit of Rs.11,23,823 as against the total income of Rs 1,53,22,553 and Net Profit of Rs 23,53,237 for the Financial Year 2017-18.

Towards the end of March 2020, many of the States/Union Territories across the country in view of the heightened concern over the spread of Corona Virus Disease ('COVID-19') issued directives inter-alia, to facilitate work from home for majority of its employees. In line with the lockdowns announced by the Central Government, all offices of the Company were closed from 23 March 2020 providing employees facility to "Work from Home" to ensure continuity of operations of the Company.

On account of decrease in market value of listed securities (held as investments) since the onset of the pandemic, these has been some adverse impact on the market value of the Company's investments.

2. Steps taken or proposed to be taken for improvement

To address challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls.

The Company had acquired the digital content business operated under the name and brand name of 'The Quint' (www.thequint.com) of Quintillion Media Private Limited w.e.f. July 1, 2020.

It is expected that after the acquisition of business, the financial position of the Company will improve in the coming years.

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3. Expected increase in productivity and profits in measurable terms

The above measures undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Save and except Mr. Raghav Bahl, Spouse of Ms. Ritu Kapur, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

Item No: 5

Mr. Raghav Bahl was appointed as Whole-Time Director of the Company by way of shareholders' resolution dated September 27, 2019 and based on the recommendation of Nomination & Remuneration Committee and Audit Committee of the Company, Board of Directors in its meeting held on August 19, 2020 had re-designated him as Managing Director of the Company, subject to and with effect from the approval of the Members of the Company and other regulatory approvals, if required.

A brief profile of Mr. Raghav Bahl and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

It is further informed that Mr. Raghav Bahl satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 ("the Act") and also the conditions set out under sub-section (3) of Section 196 of the Act, for being eligible for the appointment.

It is further informed that Mr. Raghav Bahl is a 'related party' in accordance with the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, Mr. Raghav Bahl and Ms. Ritu Kapur (*as spouse of Mr. Raghav Bahl*) shall not participate and vote on the mentioned resolutions.

The specific information relating to proposed related party transactions required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Details required about related party	Information
Name	Mr. Raghav Bahl
Name of the Director or KMP who is related	Ms. Ritu Kapur
Nature of relationship to qualify as related party	Mr. Raghav Bahl is the spouse of Ms. Ritu Kapur, Promoter and Director of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	Mr. Raghav Bahl is re-designated as Managing Director for a period of 5 (five) years, subject to the approval of Members of the Company.

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Details required about related party	Information
	Annual gross salary of upto Rs 12,00,000 (including various allowances and excluding the perquisites and expense reimbursements as specified in the resolution)
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	NA

Broad particulars of the terms of appointment of and remuneration payable to Mr. Raghav Bahl are as under:

I. General information:

- Nature of industry-** Media and Entertainment
- Date or expected date of commencement of commercial production-** W.e.f July 1, 2020, the Company acquired 'the Quint' business.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-** NA
- Financial performance based on given indicators:**

(Amount in Rs.)

As per Audited Financials	
Particulars	Financial Year 2019-20
Paid up Capital	2,00,00,000
Reserves (Other Equity) excluding Revaluation	27,31,12,582
Reserves	
Total Income	1,23,40,018
Total Expenses	1,64,85,529
Profit/(Loss) before Tax	(41,45,511)
Tax Expenses	(10,77,833)
Profit/(Loss) after Tax	(30,67,678)

- Foreign investments or collaborations, if any.- Nil**

II. Information about the appointee:

1. Background details

Mr. Raghav Bahl is a journalist, entrepreneur, media baron and one of the most respected business leaders of India. He built a highly diversified media conglomerate viz, Network18 Group, which has news operations at its core, and layered with a rich assortment of entertainment and film properties. He did

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his MBA from the University of Delhi and work as a management consultant for AF Ferguson and American Express Bank.

2. Past remuneration

During the financial year ended March 31, 2020, Rs. 12,90,000 was paid as remuneration to Mr. Raghav Bahl inclusive of sitting fees of Rs. 1,50,000.

3. Recognition or awards

Mr. Raghav Bahl has been felicitated at various national and international forums. In 1994, the World Economic Forum called him a 'Global Leader of Tomorrow' and he won India's 'Sanskriti Award' for Journalism. In 2011, he won the All India Management Association's 'Media Person of the Year' award, as well as the Bombay Management Association's prize for 'Entrepreneur of the Year'. He was also bestowed an honorary degree from Amity University in Uttar Pradesh.

4. Job profile and his suitability

Mr. Raghav Bahl is being re-designated as the Managing Director of the Company w.e.f. the date of approval of members at the 35th Annual General Meeting on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors.

In 1993, Mr. Raghav Bahl launched his own television production company, shortly after the Indian government privatised the industry as part of its push for economic growth. Today, Network18 is one of India's biggest media conglomerates in India. He also spends more time in the public sphere—advocating right-of-center public policies, and writing books and op-eds.

5. Remuneration proposed

a. Remuneration:

Mr. Raghav Bahl shall be paid annual gross salary of upto Rs 12,00,000 (*including various allowances and excluding the perquisites and expense reimbursements as specified below*) to be paid periodically in according with the company's norms payroll practice and subject to the withholdings.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Raghav Bahl, as maybe determined by the Board of Directors and / or the Nomination and Remuneration Committee, shall be in addition to the remuneration under (a) above.

The overall remuneration payable every year to the Whole Time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc. as may be, shall be within the limits specified under Section 197 of the Act or any statutory modifications(s) or re-enactment(s) thereof.

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b. Variable Pay:

Annual Variable pay, if any, each fiscal year, less applicable withholdings, subject to Company's achievements of certain fiscal milestones as determined by the Board of Directors in its sole discretion.

c. Perquisites:

In addition to the salary specified above, Mr. Raghav Bahl would be entitled to the following perquisites in accordance with company's policy as in effect from time to time:

- Medical Insurance
- Accidental Insurance
- Term Life insurance
- Other employee benefits plan

d. Expenses:

The Company will also reimburse Mr. Raghav Bahl for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of duties hereunder, in accordance with Company's policy as in effect from time to time.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The current remuneration being paid to the Mr. Raghav Bahl (looking at the profile of the position and person) does not exceed the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration proposed and shareholding of Mr. Raghav Bahl does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company. Mr. Raghav Bahl is the spouse of Ms. Ritu Kapur, who is currently the Director of the Company and is proposed to be appointed as Whole Time Director and Chief Executive Officer.

III. Other information:

1. Reasons of loss or inadequate profits

During the Financial Year 2018-19, the Company had earned a total interest income of Rs 48,30,508 and Net Profit of Rs.11,23,823 as against the total income of Rs 1,53,22,553 and Net Profit of Rs 23,53,237 for the Financial Year 2017-18.

Towards the end of March 2020, many of the States/Union Territories across the country in view of the heightened concern over the spread of Corona Virus Disease ('COVID-19') issued directives inter-alia, to facilitate work from home for majority of its employees. In line with the lockdowns announced by the Central Government, all offices of the Company were closed from 23 March 2020 providing employees facility to "Work from Home" to ensure continuity of operations of the Company.

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On account of decrease in market value of listed securities (held as investments) since the onset of the pandemic, these has been some adverse impact on the market value of the Company's investments.

2. Steps taken or proposed to be taken for improvement

To address challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls.

The Company had acquired the digital content business operated under the name and brand name of 'The Quint' (www.thequint.com) of Quintillion Media Private Limited w.e.f July 1, 2020.

It is expected that after the acquisition of business, the financial position of the Company will improve in the coming years.

3. Expected increase in productivity and profits in measurable terms

The above measures undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Save and except Ms. Ritu Kapur (Spouse of Mr. Raghav Bahl), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

Item No. 6

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") provides a mechanism regarding reclassification from "Promoter and Promoter Group" category to "Public" category.

In terms of the said Regulation, the Company on April 10, 2020, received requests for reclassification from the following Promoter/Promoter Group of the Company:

S. No	Name of the identified member of Promoter / Promoter Group to be reclassified	PAN	No. of shares / securities held	Details of direct/ indirect control or special rights	Designation in the Company as KMP or in any other capacity
1.	Gulab Devi Bohra	AAJPB9872A	Nil	None	None
2.	Nikhil Bohra	AEOPB7030D	Nil	None	None
3.	Pratap Singh Bohra	AABPB9066A	Nil	None	None
4.	Tarun Bohra	AGBPB2499P	Nil	None	None
5.	Vivek Bohra	AEMPB7658H	Nil	None	None
6.	Bohra Exports Pvt. Ltd	AAACB1520D	Nil	None	Not applicable

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On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid shareholders seeking reclassification have confirmed that:

- i) They, together do not hold more than ten per cent of the total Voting rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;
- v) They do not act as a key managerial person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders

Further, the aforesaid Promoters/Promoter Group have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the Listing Regulations.

The said requests for reclassification were considered and analyzed and approved by the Board of Directors at its meeting held on May 6, 2020. Such a reclassification requires approval from members by way of Ordinary Resolution and subsequent approval from the BSE Limited.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

Item No: 7

As required under Section 188 of the Companies Act, 2013 ("**the Act**") read along with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Company's policy on Related Party Transactions, the proposed related party transactions shall require the approval of the members by way of an Ordinary Resolution.

It is further informed that certain persons have been identified as 'related party' in terms of the provisions of Section 2(76) of the Act read with Regulation 2(1) (zb) of the Listing Regulations.

Thus, after obtaining prior approval of Audit Committee on August 19, 2020, the Board of Directors of the Company approved the proposal of such related party transactions in their meeting held on August 19, 2020, subject to the approval of the Members at the ensuing AGM.

The specific information relating to proposed related party transactions required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

GAURAV MERCANTILES LIMITED

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**Corporate Office: Carnousties's Building, Plot No. 1, 9th Floor, Sector 16A, Film City, Noida-201301 Tel: 0120 4751818
Website: www.gmlmumbai.com, email: cs@gmlmumbai.com, CIN: L74110MH1985PLC176592**



1. **RB Diversified Private Limited**

Details required about related party	Information
Name	RB Diversified Private Limited
Name of the Director or KMP who is related	1. Raghav Bahl, Director and CEO 2. Ritu Kapur, Director 3. Mohan Lal Jain, Director
Nature of relationship to qualify as related party	Private Company in which Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal Jain are Directors
Nature, material terms, monetary value and particulars of the contract or arrangements	Cost sharing and professional and editorial services. Monetary Value of the proposed arrangement: up to INR 1.5 Crores per annum
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	No other information remains undisclosed

2. **RB Diversified Private Limited**

Details required about related party	Information
Name	RB Diversified Private Limited
Name of the Director or KMP who is related	1. Raghav Bahl, Director and CEO 2. Ritu Kapur, Director 3. Mohan Lal Jain, Director
Nature of relationship to qualify as related party	Private Company in which Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal Jain are Directors
Nature, material terms, monetary value and particulars of the contract or arrangements	Advertising Services Monetary Value of the proposed arrangement: up to INR 1.5 Crores per annum
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	No other information remains undisclosed

These above being related party transactions, all the related parties of the Company shall not vote on this resolution irrespective of the fact that such related party is a party or has interest in said transaction.

Except Mr. Raghav Bahl, Ms. Ritu Kapur and Mr. Mohan Lal, none of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

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Item No: 8

Post obtaining prior approval of the Audit Committee on August 19, 2020, the Board of Directors of the Company approved the appointment of Ms. Tara Bahl as a Consulting Editor of the Company at an annual fee not exceeding USD 100,000 in their meeting held on August 19, 2020, subject to the approval of the members.

It is further informed that Ms. Tara Bahl have been identified as ‘related party’ in terms of the provisions of Section 2(76) of the Companies Act, 2013 (“**the Act**”) read with Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”). Accordingly, as required under Section 188 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of the Listing Regulations and the Company’s policy on Related Party Transactions, the proposed transaction shall require the approval of the shareholders by way of an Ordinary Resolution.

Ms. Tara Bahl is a highly qualified and driven global media professional, with international experience in Broadcast, Programmatic, VOD and Social Media Planning. Ms. Tara Bahl holds a Bachelor of Arts in Political Economy from King’s College, London, UK and Master of Arts in Global Communications from University of Southern California, Los Angeles, CA. She will be inter alia focusing on freelance pieces for “The Indian American” section on ‘The Quint’ and other properties owned by the Company.

Except Mr. Raghav Bahl and Ms. Ritu Kapur, none of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company as an **Ordinary Resolution**.

The specific information relating to proposed related party transaction required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

Details required about related party	Information
Name	Ms. Tara Bahl
Name of the Director or KMP who is related	Mr. Raghav Bahl and Ms. Ritu Kapur
Nature of relationship to qualify as related party	Ms. Tara Bahl is the daughter of Mr. Raghav Bahl and Ms. Ritu Kapur, Directors of the Company
Nature, material terms, monetary value and particulars of the contract or arrangements	Consulting Editor Services at an Annual fees not exceeding USD 100,000; fees will be paid on a per article basis or on an assignment basis.
Any other information relevant or important for the shareholders to take a decision on the proposed resolution	No other information remains undisclosed

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FOR ATTENTION OF THE MEMBERS

1. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072. For other matters, kindly write to the Secretarial Department of the Company at Carnousties's Building, Plot No. 1, 9th Floor, Sector 16A, Film City, Noida- 201301.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.

2. Members are requested to refer any change of address among others:
 - To the Company's Registrar in respect of their physical share folios.
 - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
3. Members are requested to:
 - Send their queries, if any at least 7 days in advance of meeting so that the information can be made available
 - Note that no gifts/coupons will be distributed at the Annual General Meeting
4. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
5. Dividend Warrants, Share Transfer, etc.:

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

6. Unclaimed dividends - Transfer to Investor Education and Protection Fund:

Members willing to claim unclaimed dividend are requested to correspond with the Registrar and Share Transfer Agents of the Company, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF).

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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled into RTA. Members interested in obtaining a copy

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of the Nomination Form may write to the Company Secretary at the Company's registered office or email at cs@gmlmumbai.com.

9. Dematerialisation of Shares and Liquidity: As per Regulation 40 of the Securities and Exchange Board of India Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of Dematerialisation, members are advised to dematerialize shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE641R01017. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072.
10. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
11. Route map giving directions to the venue is not annexed to this Notice as meeting will be held through VC/OAVM due to COVID 19 Crisis.
12. "Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of Dematerialisation, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries."

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ANNEXURE TO THE NOTICE DATED AUGUST 19, 2020
DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE ENSUING ANNUAL GENERAL MEETING

Details	Mr. Raghav Bahl	Ms. Ritu Kapur
DIN	00015280	00015423
Nationality	Indian	Indian
Date of Birth	02/01/1961	20/10/1967
Age	59 Years	53 Years
Qualification	Master's degree in business administration	Master's in Film and TV Production at Mass Communication Research Centre (MCRC) from Jamia University New Delhi
Experience	Around 34 Years	Around 27 Years
Expertise in specific functional area	Television and journalism	Television and journalism
Terms and Conditions of Appointment	Refer to item no. 5 of the Notice and the corresponding Explanatory Statement	Refer to item no. 4 of the Notice and the corresponding Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	Rs. 12,90,000	Rs. 50,000
Remuneration sought to be paid	Annual gross salary of upto Rs 12,00,000 <i>(including various allowances and excluding the perquisites and expense reimbursements as specified in the resolution)</i>	Annual gross salary of upto Rs 12,00,000 <i>(including various allowances and excluding the perquisites and expense reimbursements as specified in the resolution)</i>
Date of first appointment on the Board	08/01/2019	08/01/2019
Shareholding in the Company as on March 31, 2020*	11,20,900	2,07,400
Relationship with other Directors/Key Managerial Personnel	Spouse of Ms. Ritu Kapur and not related to any other Director / Key Managerial Personnel Mr. Mohan Lal Jain, part of the Promoter Group and a Director, is also a director in certain companies owned by Mr. Raghav Bahl and Ms. Ritu Kapur	Spouse of Mr. Raghav Bahl and not related to any other Director / Key Managerial Personnel Mr. Mohan Lal Jain, part of the Promoter Group and a Director, is also a director in certain companies owned by Mr. Raghav Bahl and Ms. Ritu Kapur

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Details	Mr. Raghav Bahl	Ms. Ritu Kapur
Number of meetings of the Board attended during the year	5	2
Directorships of other Boards as on March 31, 2020	<ol style="list-style-type: none"> 1. Digital Content Private Limited 2. VT Media Private Limited 3. B K Media Private Limited 4. RRK Holdings Private Limited 5. RRK Media Private Limited 6. R B Software Private Limited 7. Quintype Technologies India Private Limited 8. Network 18 Publications Ltd. 9. VT Softech Private Limited 10. RVT Softech Private Limited 11. RB Diversified Private Limited 12. RMS Diversified Private Limited 13. Keyman Trading Services Private Limited 14. Quintillion Media Private Limited 15. Quintillion Business Media Private Limited 16. BK Media Mauritius Private Limited, Mauritius 17. Quintype, Inc. 18. R.B. Solar Power Private Limited 19. Da Vinci Media Private Limited** 	<ol style="list-style-type: none"> 1. Digital Content Private Limited 2. VT Media Private Limited 3. B K Media Private Limited 4. RRK Holdings Private Limited 5. WEB 18 Securities Private Limited 6. RRK Media Private Limited 7. R B Software Private Limited 8. Quintype Technologies India Private Limited 9. Network 18 Publications Limited 10. VT Softech Private Limited 11. RVT Softech Private Limited 12. RB Diversified Private Limited 13. YKA Media Private Limited 14. Spunklane Media Private Limited 15. Keyman Trading Services Private Limited 16. Quintillion Media Private Limited 17. Quintillion Business Media Private Limited 18. Quintype Inc. 19. R.B. Solar Power Private Limited 20. Da Vinci Media Private Limited**
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Nil	Nil

* The Board of Directors in their meeting held on May 25, 2019 had allotted 14,00,000 Compulsorily Convertible Preference Shares and 90,76,850 Warrants to Mr. Raghav Bahl and Ms. Ritu Kapur.

**Under Process of Striking off

Registered Office:
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 One Indiabulls Centre,
 Senapati Bapat Marg, Lower Parel (W),
 Mumbai- 400013

By order of the Board of Directors
For Gaurav Mercantiles Limited

Anukrati Agarwal
 Company Secretary

Place: Kanpur
 Date: August 19, 2020

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