



# mathew easow research securities ltd.

Regd. Office : Rajkamal Building, 128, Rashbehari Avenue, 1st Floor, Kolkata - 700 029

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## NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of Mathew Easow Research Securities Limited will be held at 432, Prince Anwar Shah Road (Surya Sen Mancha), Kolkata – 700068, West Bengal on Thursday, the 29th day of September, 2016 at 2.30 P.M. to transact the following business:-

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2016, and the Statement of Profit and Loss for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Ms. Pritha Sinha (DIN-07016238), who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and for the purpose 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 139 of the Companies Act, 2013, and the Rules made thereunder, and pursuant to the recommendations of the audit committee, M/s. Bhandari B. C. & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting for a term of consecutive 3 years till the conclusion of the 25th Annual General Meeting (subject to the ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration as may be determined by the Board in consultation with the Auditors."

### AS SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ram Kumar Dalmia, (DIN: 00080549), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a 2nd term of 5(five) consecutive years from September 29, 2016 up to September 28, 2021, not liable to retire by rotation."
5. To consider and if, thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atul Kaushik, (DIN: 01688598), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a 2nd term of 5(five) consecutive years from September 29, 2016 up to September 28, 2021, not liable to retire by rotation."

By Order of the Board  
For Mathew Easow Research Securities Limited

Place: Kolkata  
Date: 24th August, 2016

Sarika Kedia  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed at its Registered Office not less than 48 hours before the commencement of the Meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 & 5 of the notice is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
6. Members are requested to bring their attendance slip along with their copy of Annual Report at the Annual General Meeting.
7. 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.
8. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
9. Shareholders desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
10. A copy of Balance Sheet as on 31st March, 2016, Statement of Profit and Loss for the year ended on that date, the Auditors' Report, the Directors' Report and all other documents required by law to be annexed or attached to the Balance Sheet shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. for a period of 21 days before the date of Annual General Meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
12. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.
13. 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd 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 polling 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 polling 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 26th September, 2016 (9:00 am) and ends on 28th September, 2016 (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 22nd September, 2016, 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.
- V. 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.nsd.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 “Mathew Easow Research Securities 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 to [jagannathcs@hotmail.com](mailto:jagannathcs@hotmail.com) or [mers.ltd@gmail.com](mailto:mers.ltd@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 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 :
 

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. 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.

VIII. 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).

IX. 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 22nd September, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

XI. 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.

XII. 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 polling paper.

XIII. Mr. Jagannath Kar (Membership No. 20600), Practising Company Secretary, 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.

XIV. 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 Polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.mersl.in](http://www.mersl.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and CSE Limited, Kolkata.

14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr. Ram Kumar Dalmia
Date of Birth	05.10.1957
Qualification	B. Com (Hons.)
Expertise in specific functional areas	He has varied experience inter alia in the field of Accounting and Financing for the last 28 years.
Directorship held in other listed Companies	NIL
Committee Membership	NIL
Shareholding in the Company	NIL

Name of the Director	Ms. Pritha Sinha
Date of Birth	25.07.1980
Qualification	LLB and CS
Expertise in specific functional areas	Legal and Secretarial
Directorship held in other listed Companies	Gaylord Commercial Company Limited
Committee Membership	Audit Committee, Nomination and Remuneration Committee
Shareholding in the Company	NIL

Name of the Director	Mr. Atul Kaushik
Date of Birth	07.03.1957
Qualification	B.Com (Hons.)
Expertise in specific functional areas	He has varied experience inter-alia in the field of Accounting and Financing for the last 16 years.
Directorship held in other listed Companies	NIL
Committee Membership	NIL
Shareholding in the Company	NIL

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

#### **ITEM NO. 4**

Pursuant to Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director means a person inter-alia who has not held the position of Key Managerial Personnel ("KMP") or has not been employee of the listed company, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed and who has or had no material pecuniary relationship with the Company, during the two immediately preceding financial year or during the current financial year.

Mr. Ram Kumar Dalmia was appointed as an Independent Director of the Company with effect from 14.01.2010 as per Companies Act 1956. The Board of Directors of the Company considered to end the first term as independent directors on 28.09.2016 in terms of section 149 (11) of the Companies Act, 2013. Further As per declaration received from Mr. Ram Kumar Dalmia, he meets the criteria of independence specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and eligible for appointment as an independent director of the Company for 2nd term of 5 consecutive years starting from 29.09.2016 to 28.09.2021.

The Board of Directors of the Company had at its meeting held on 12th August, 2016 considered that it is appropriate to the company that the 1st term of independent director of Mr. Ram Kumar Dalmia brought to end on 28.09.2016. Being eligible and also considered the report on his performance evaluation in terms of Policy on appointment, the board recommended the appointment of Mr. Ram Kumar Dalmia as an Independent Director of the Company for 2nd term of 5 consecutive years starting from September 29, 2016 to September 28, 2021, not liable to retire by rotation.

Mr. Ram Kumar Dalmia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors therefore, recommends the resolution at Item No. 4 of the accompanying notices as a Special Resolution for appointment of Mr. Ram Kumar Dalmia as Independent Director of the Company for 2nd term of 5 (five) consecutive years from September 29, 2016 to September 28, 2021.



None of the Directors or Key Managerial Personnel is anyway concerned or interested in the resolution except Mr. Ram Kumar Dalmia to the extent of his appointment.

#### ITEM NO. 5

Pursuant to Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director means a person inter-alia who has not held the position of Key Managerial Personnel (“KMP”) or has not been employee of the listed company, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed and who apart from receiving directors remuneration, has or had no material pecuniary relationship with the Company, during the two immediately preceding financial year or during the current financial year.

Mr. Atul Kaushik was appointed as an Independent Director of the Company with effect from 30.07.2010 as per Companies Act 1956. The Board of Directors of the Company considered to end the first term as independent directors on 28.09.2016 in terms of section 149 (11) of the Companies Act, 2016. Further As per declaration received from Mr. Atul Kaushik, he meets the criteria of independence specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and eligible for appointment as an independent director of the Company for 2nd term of 5 consecutive years starting from 29.09.2016 to 28.09.2021.

The Board of Directors of the Company had at its meeting held on 12th August, 2016 considered that it is appropriate to the company that the 1st term of independent director of Mr. Atul Kaushik brought to end on 28.09.2016. Being eligible and also considered the report on his performance evaluation in terms of Policy on appointment, the board recommended the appointment of Mr. Atul Kaushik as an Independent Director of the Company for 2nd term of 5 consecutive years starting from September 29, 2016 to September 28, 2021, not liable to retire by rotation.

Mr. Atul Kaushik is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors therefore, recommends the resolution at Item No. 5 of the accompanying notices as a Special Resolution for appointment of Mr. Atul Kaushik as Independent Director of the Company for a period of 2nd term of 5 (five) consecutive years from September 29, 2016 to September 28, 2021.

None of the Directors or Key Managerial Personnel is anyway concerned or interested in the resolution except Mr. Atul Kaushik to the extent of his appointment.

By Order of the Board  
For **Mathew Easow Research Securities Limited**

Place: Kolkata  
Date: 24th August, 2016

Sarika Kedia  
Company Secretary

# MATHEW EASOW RESEARCH SECURITIES LIMITED

CIN: L74910WB1994PLC064483

Regd. Office: "Rajkamal Building" 128, Rashbehari Avenue, 1st Floor, Kolkata 700029

Tel. No.: 033 2464 7022 / 4066 0354, Fax No.: 033 4066 0354, Website: www.mersl.in, Email: mers.ltd@gmail.com

## ATTENDANCE SLIP

(22ND ANNUAL GENERAL MEETING ON THURSDAY, 29TH SEPTEMBER, 2016 AT 2.30P.M.)

Registered Folio / DP & Client ID No.	
Name and address of the Shareholder(s)	

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company held on Thursday, 29th September, 2016 at 2.30P.M. at Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata 700068

Members's Folio/DP ID/Client ID No. \_\_\_\_\_ Member's / Proxy's name in Block Letters \_\_\_\_\_ Member's / Proxy's signature \_\_\_\_\_  
Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

TEAR HERE

### 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 : L74910WB1994PLC064483

Name of the Company : MATHEW EASOW RESEARCH SECURITIES LIMITED

Registered Office : "Rajkamal Building" 128, Rashbehari Avenue, 1st Floor, Kolkata 700029

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DP ID/Client ID :	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 22nd Annual General Meeting of the Company held on Thursday, 29th September, 2016 at 2.30P.M. at Surya Sen Mancha, 432, Prince Anwar Shah Road, Kolkata 700068 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Proposed Resolution	For	Against
1	Adoption of Audited Financial Statements for the year ended 31st March, 2016.		
2	Approval to re-appoint Ms. Pritha Sinha, Director, who retires by rotation		
3	Appointment of M/s Bhandari B. C & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.		
4	Approval to re-appoint Mr. Ram Kumar Dalmia (DIN-00080549) as a Director, for 5 years, not liable to retire by rotation		
5	Approval to re-appoint Mr. Atul Kaushik (DIN-01688598) as a Director, for 5 years, not liable to retire by rotation		

Signed this ..... day of ....., 2016.

Signature of Shareholder(s) ..... Signature of Proxyholder(s).....

Affix  
Revenue  
Stamp

Note: The 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.

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