

NMFL/BSE/ 52/15-16

Date: 30<sup>th</sup> September, 2015

To  
BSE Limited  
Listing Department  
P. J. Tower, Dalal Street,  
Mumbai – 400 001

**Script Code: 512381**

**Sub: 30<sup>th</sup> AGM –Compliance of Clause 35A of the Listing Agreement**

Sir,

This is to inform you that the 30<sup>th</sup> Annual General Meeting (AGM) of the Members of Nivedita Mercantile and Financing Limited was held on Tuesday, 29<sup>th</sup> September, 2015 at 10.00 a.m. at Sunteck Centre, 37-40 Subhash Road, Vileparle (East), Mumbai- 400057. All the items of business as mentioned in the Notice convening the said AGM have been transacted and the Resolutions have been passed by the Members.

In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we are furnishing relevant details pertaining to the aforesaid AGM in the prescribed format as annexure. The Report of Scrutinizer is annexed.

Please take the same on records and acknowledge the receipt of the same.

Thanking you.

**For Nivedita Mercantile and Financing Ltd**



**Company Secretary**  
**Encl. As stated above**



**Annexure**

**1. Date of the Annual General Meeting:** 29<sup>th</sup> September, 2015

**2. Total number of shareholders on record date (cut off date for E-voting):** 283 (as on cut-off date i.e. 23.09.2015)

**3. No. of shareholders present in the meeting either in person or through proxy:**

**Promoters and Promoter Group:** 14

**Public:** 6

**4. No. of Shareholders attended the meeting through Video Conferencing**

**Promoters and Promoter Group:** NIL

**Public:** NIL

**(Agenda-wise)**

**The Mode of Voting for all the Resolutions was:**

- 1) E-voting conducted between 25<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2015.
- 2) Ballot forms Received by Post between 25<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2015
- 3) Poll conducted (Ballot) at the Meeting.

Given below is the resolution wise combined result of e-voting and poll (Ballot) at the meeting:

**Agenda No. 1: Adoption of Audited Accounts & Report for the year 2015**

**Resolution required:** Ordinary

**Result:** The resolution was passed with requisite majority

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6431032	6071032	94.40%	6071032	0	100%	0



Public-Institutional Holders (FII)	0	0	0%	0	0	0%	0
Public-Others	3479298	110243	3.17%	110243	0	100%	0
<b>Total</b>	<b>9910330</b>	<b>6181275</b>	<b>62.37%</b>	<b>6181275</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Agenda No. 2: Declaration of Dividend**

**Resolution required:** Ordinary

**Result:** The resolution was passed with requisite majority

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6431032	6071032	94.40%	6071032	0	100%	0
Public-Institutional Holders (FII)	0	0	0%	0	0	0%	0
Public-Others	3479298	110243	3.17%	110243	0	100%	0
<b>Total</b>	<b>9910330</b>	<b>6181275</b>	<b>62.37%</b>	<b>6181275</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Agenda No. 3: Re-appointment of Director retiring by rotation**

**Resolution required:** Ordinary

**Result:** The resolution was passed with requisite majority



Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6431032	6071032	94.40%	6071032	0	100%	0
Public-Institutional Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	3479298	110243	3.17%	110243	0	100%	0
<b>Total</b>	<b>9910330</b>	<b>6181275</b>	<b>62.37%</b>	<b>6181275</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Agenda No. 4: Re-appointment of Auditors**

**Resolution required:** Ordinary

**Result:** The resolution was passed with requisite majority

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6431032	6071032	94.40%	6071032	0	100%	0
Public-Institutional Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	3479298	110243	3.17%	110243	0	100%	0
<b>Total</b>	<b>9910330</b>	<b>6181275</b>	<b>62.37%</b>	<b>6181275</b>	<b>0</b>	<b>100%</b>	<b>0</b>



**Agenda No. 5: Appointment of Mrs. Hemlata Thanvi, as a Director of the Company**

**Resolution required:** Ordinary

**Result:** The resolution was passed with requisite majority

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6431032	6071032	94.40%	6071032	0	100%	0
Public-Institutional Holders (FI)	0	0	0%	0	0	0%	0
Public- Others	3479298	110243	3.17%	110243	0	100%	0
<b>Total</b>	<b>9910330</b>	<b>6181275</b>	<b>62.37%</b>	<b>6181275</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**For Nivedita Mercantile and Financing Ltd**



**Company Secretary**



**Veeraraghavan.N**  
Practicing Company Secretary

First Maritime Private Limited  
201 , Gheewala Building  
Opp. New India Co-op Bank Ltd  
M P Road, Mulund East,  
Mumbai 400081.  
Ph:25632653, Mob:9821528844  
Email: nvr54@ymail.com

### SCRUTINIZER'S REPORT

The Chairman

30<sup>th</sup> Annual General Meeting of the Equity shareholders of **Nivedita Mercantile & Financing Limited** held on Tuesday, 29<sup>th</sup> September, 2015 at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057.

Dear Sir,

I, Veeraraghavan. N, a Company Secretary in practice was appointed as Scrutinizer for the purpose of E-voting Process and Physical Voting by Ballot (Poll) papers at the 30<sup>th</sup> Annual General Meeting (AGM) as per Clause 35 B of the Listing Agreement, the provisions of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The Board of Directors of the Company has appointed me as Scrutinizer for the E-voting process and for the postal Ballot (Poll) process. The E Voting facility was commenced from 10.00 a.m. on Friday, 25<sup>th</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015 at 5.00 p.m.
2. The Company has also given the option of voting through Ballot by Post to facilitate the Members who could not participate in the e-voting or who could not present for the Meeting. The Voting through Postal Ballot facility was ended on 28<sup>th</sup> September, 2015.
3. The Company has completed the dispatch of Notice of AGM along with the Ballot forms on 5<sup>th</sup> September, 2015 to the members, whose names appeared on the Register of Members as on 28<sup>th</sup> August, 2015.
4. In addition to the above, Notice of AGM was also sent via electronic mode by NSDL to the shareholders whose email id is registered with the Depository Participants, as on September 7, 2015.



5. The Company has not received any Postal Ballot form.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the company and the authorizations / proxies lodged with the Company.
8. I did not find any poll papers invalid.
9. The result of the E-Voting/ Ballot (Poll) at Meeting together is as under:

**Item No: 1 - Adoption of Audited Accounts & Reports for the year 2015 - Ordinary Resolution**

(i) Voted in Favour of the Resolution:

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	22	60,71,032	100
Ballot (Poll) at AGM	6	1,10,243	100

(ii) Voted Against the Resolution:

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) Invalid votes:

Voting Process	Number of members voted	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0



**Item No: 2 – Declaration of Dividend on Equity Shares - Ordinary Resolution****(i) Voted in Favour of the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	22	60,71,032	100
Ballot (Poll) at AGM	6	1,10,243	100

**(ii) Voted Against the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

Voting Process	Number of members voted	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0

**Item No: 3 - Re-appointment of Mr. Rajesh Kumar Mundra (DIN-01797146), Director retiring by rotation - Ordinary Resolution****(i) Voted in Favour of the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	22	60,71,032	100
Ballot (Poll) at AGM	6	1,10,243	100

**(ii) Voted Against the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00





(iii) **Invalid votes:**

Voting Process	Number of members voted	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0

**Item No. 4 - Appointment of M/s Bagaria & Co.LLP, Statutory Auditors of the Company - Ordinary Resolution**

(i) **Voted in Favour of the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	22	60,71,032	100
Ballot (Poll) at AGM	6	1,10,243	100

(ii) **Voted Against the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) **Invalid votes:**

Voting Process	Number of members voted	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0

**Item No. 5 - Appointment of Mrs. Hemlata Thanvi as a Director of the Company- Ordinary Resolution**

(i) **Voted in Favour of the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	22	60,71,032	100
Ballot (Poll) at AGM	6	1,10,243	100



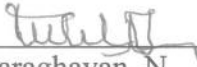
(ii) **Voted Against the Resolution:**

Voting Process	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) **Invalid votes:**

Voting Process	Number of members voted	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0

10. The Ballot forms and all other relevant records were sealed and handed over to the Director authorized by the Board for safekeeping.

  
Veeraraghavan. N  
Scrutinizer



Place: Mumbai

Dated: 30<sup>th</sup> September, 2015

**Veeraraghavan.N**  
Practicing Company Secretary

First Maritime Private Limited  
201 , Gheewala Building  
Opp. New India Co-op Bank Ltd  
M P Road, Mulund East,  
Mumbai 400081.  
Ph:25632653, Mob:9821528844  
Email: nvr54@ymail.com

To,  
Chairman  
Nivedita Mercantile & Financing Limited  
5<sup>th</sup> Floor, Sunteck Centre,  
37-40, Subhash Road,  
Vile Parle (East),  
Mumbai - 400057.

**Sub: Report on the E-Voting on the resolution of the 30<sup>th</sup> Annual General Meeting (AGM)**

Sir,

I, Veeraraghavan. N, a Company Secretary in practice was appointed as Scrutinizer by the Company for conducting the E-Voting Process in connection with Resolutions mentioned the Notice dated 13<sup>th</sup> August 2015, convening the said AGM:

The summary on the E-voting is as under. The detailed Report is attached.

**Item No: 1 - Adoption of Audited Accounts & Reports for the year 2015 - Ordinary Resolution**

(i) Voted in Favour of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6071032	100

(ii) Voted Against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00



**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them
Nil	Nil

**Item No: 2 – Declaration of Dividend on Equity Shares - Ordinary Resolution**

**(i) Voted in Favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6071032	100

**(ii) Voted Against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them
Nil	Nil

**Item No: 3 - Re-appointment of Mr. Rajeshkumar Mundra (DIN: 01797146), as Director, retiring by rotation - Ordinary Resolution**

**(i) Voted in Favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6071032	100

**(ii) Voted Against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them
Nil	Nil

**Item No. 4 - Appointment of Auditors - Ordinary Resolution**

**(i) Voted in Favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6071032	100

**(ii) Voted Against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them
Nil	Nil

**Item No. 5 - Appointment of Mrs. Hemlata Thanvi (DIN: 07196414) as a Director of the Company- Ordinary Resolution**

**(i) Voted in Favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6071032	100

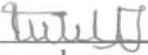
**(ii) Voted Against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them
Nil	Nil

  
\_\_\_\_\_  
Veeraraghavan. N  
Scrutinizer



Place: Mumbai  
Dated: 30<sup>th</sup> September, 2015