

NIVEDITA MERCANTILE AND FINANCING LIMITED

26TH ANNUAL REPORT

2010-2011

NIVEDITA MERCANTILE AND FINANCING LIMITED

BOARD OF DIRECTORS

Shri Pankaj Jain

Shri Manoj Agarwal

Shri Hiten Shah

Shri Asim Santara

AUDITORS

Bagaria & Co.
Chartered Accountants, Mumbai

BANKERS

Kotak Mahindra Bank Ltd.

R & T AGENT

M/s Adroit Corporate Services Private Limited

1st Floor, 19/20, Jaferbhoy Industrial Estate

Makwana Road, Marol Naka

Mumbai- 400 059

REGISTERED OFFICE

5th Floor, Sunteck Centre, 37-40, Subhash Road,

Vile Parle (East), Mumbai-400057.

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Nivedita Mercantile & Financing Limited will be held on 28th day of September 2011 at 4.00 p.m. at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051 to transact, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To re-appoint M/s Bagaria & Co., Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration.
3. To appoint a Director in place of Mr. Pankaj Jain who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Hiten Shah

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

“**RESOLVED THAT** Mr. Hiten Shah, who is appointed as an Additional Directors of the Company with effect from 4th February 2011 and holds office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 (“the Act”) and is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 257 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Directors of the Company liable to retire by rotation.”

5. Appointment of Mr. Manoj Agarwal

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

“**RESOLVED THAT** Mr. Manoj Agarwal , who is appointed as an Additional Directors of the Company with effect from 4th February 2011 and holds office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956(“the Act”) and is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 257 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Directors of the Company liable to retire by rotation.”

6. Appointment of Mr. Asim Santara

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

“RESOLVED THAT Mr. Asim Santara, who is appointed as an Additional Directors of the Company with effect from 28th May 2011 and holds office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956(“the Act”) and is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 257 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Directors of the Company liable to retire by rotation.”

Registered Office:

5th Floor, Sunteck Centre, 37-40
Subhash Road, Vile Parle (East),
Mumbai – 400057

By Order of the Board of Directors

Sd/-

Director

Place: Mumbai

Date: 12th August, 2011

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

Register of members and share transfer books will be closed from 26th September. 2011 to 28th September 2011 (both days inclusive).

Members are requested to

(a) Notify immediately any change in their addresses to the Registrars, Adroit Corporate Services Private Limited,

(b) Quote your folio number in all correspondences with the Company.

Explanatory Statement Pursuant to section 173 of the companies Act, 1956, in respect of Special business set out in Notice.

Item No. 4& 5

The Board of Directors of the Company had appointed Mr. Hiten Shah and Mr. Manoj Agarwal as an additional Directors, u/s 260 of the Companies Act, 1956 (the Act), on 4th February, 2011, to hold office till the ensuing Annual General Meeting. The Company has received a notice u/s 257 of the Act from a member proposing Mr. Hiten Shah and Mr. Manoj Agarwal to be appointed as a Director of the Company. Mr. Hiten Shah is a Practising Chartered Accountant having experience of 23 years in the field of Audit and Finance. He is partner in S. S Jhunjhunwala & Co., Chartered Accountants. Mr. Manoj Agarwal is a Chartered Accountant and a Company Secretary, having a enriched experience in Accounts and Finance.

None of the Directors, except Mr. Hiten Shah and Mr. Manoj Agarwal are interested in the resolutions in item No. 4 and 5 respectively except to their appointment.

Your Directors recommend the Ordinary Resolution in item No. 4 and 5 for your approval.

Item No. 6

The Board of Directors of the Company had appointed Mr. Asim Santara as an additional Directors, u/s 260 of the Companies Act, 1956 (the Act), on 28th May, 2011, to hold office till the ensuing Annual General Meeting. The Company has received a notice u/s 257 of the Act from a member proposing Mr. Asim Santara to be appointed as a Director of the Company. Mr. Asim Santara is a Practising Chartered Accountant having experience of 21 years in the field of Taxation and Finance.

None of the Directors, except Mr. Asim Santara is interested in the resolutions in item No. 5 except to their appointment.

Your Directors recommend the Ordinary Resolution in item No. 5 for your approval.

Registered Office:

5th Floor, Sunteck Centre,
Subhash Road, Vile Parle (East)
Mumbai- 400057.

By Order of the Board of Directors

Place: Mumbai
Date: 12th August 2011

Sd/-

Director

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT
AT THE ENSUING ANNUAL GENERAL MEETING**

(As required under Clause 49IV (G) of the Listing Agreement entered into with the Stock Exchanges):-

Particulars	Mr. Pankaj Jain	Mr. Manoj Agarwal	Mr. Hiten Shah	Mr. Asim Santara
Age	42 Years	36 Years	47 Years	48 Years
Date of Appointment	04/09/2010	04/02/2011	04/02/2011	28/05/2011
Qualification	Engineer in Electronics	Chartered Accountant, Company Secretary	Practicing Chartered Accountant	Practicing Chartered Accountant
Expertise in Specific Financial Area	Expertise in Finance and Investment	Accounts and Finance	Accounts and Finance	Accounts and Finance
Directorship in other Companies	1) Satguru Derivatives & Commodities Pvt. Ltd 2) Satguru Capital and Finance Pvt Ltd	Bygging India Limited	Sunteck Wealthmax Investments Ltd	NIL
Chairman/ Member of the Audit Committee as on March 31, 2011	NIL	NIL	Member of Audit Committee- Sunteck Wealthmax Investments Limited	NIL
Chairman/ Member of the Shareholders/Investors/ Grievance Committee as on March 31, 2011			Chairman of Shareholders/Investors/ Grievance Committee – Sunteck Wealthmax Investments Limited	
Shareholding in Nivedita Mercantile and Financing Limited	NIL	NIL	NIL	NIL

NIVEDITA MERCANTILE & FINANCING LIMITED

DIRECTORS' REPORT

Your Directors submit the 26th Annual Report of the Company together with the Audited Statement of Accounts for the year ended on 31st March 2011.

FINANCIAL RESULTS (Rupees in Lacs)

Particulars	For the Year ended on 31.03.2011	For the Year ended on 31.03.2010
Total Income	926.55	11.60
Expenditure	853.09	4.43
Profit before Interest and Depreciation	73.47	7.56
Less: Depreciation	00	00
Profit before Interest	73.46	7.55
Less: Interest	00	00
Profit before Tax	73.46	7.55
Less: Provision for Current Taxation	22.74	2.33
Deferred Taxation	00	00
Profit after Taxation	52.25	5.61

PERFORMANCE

During the year under review the Company has earned Total Income of Rs. 926.55 Lacs and earned Net Profit of Rs. 52.25 Lacs compared to total income of Rs. 11.60 Lacs and Net Profit of Rs. 5.61 Lacs in the previous year. As it is evident from the data the Directors are pleased to inform the members that the performance of the Company has improved manifold and the Board is confident of better performance for the forthcoming year.

DIVIDEND

In order to augment the resources of the Company, the Directors do not recommend any dividend for the Financial Year ended on 31st March, 2011.

FIXED DEPOSITS

During the year under review, the Company has neither invited nor accepted any fixed deposits from the public under Section 58A of the Companies Act, 1956.

DIRECTORS

During the year under review, Mr. Hiten Shah and Mr. Manoj Agarwal were appointed as Additional Directors pursuant to Section 260 of the Companies Act 1956 (the Act). These Directors hold office upto the date of the forthcoming Annual General Meeting of the Company and offers themselves for appointment as Director at the ensuing Annual General Meeting.

Mr. Kamal Khetan, Director has resigned during the year. The Board places on record its appreciation for the valuable guidance and contribution to the Board made by him during his tenure as Directors of the Company.

Mr. Pankaj Jain, Director is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

AUDITORS

M/s Bagaria & Co, Chartered Accountants, Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limit under section 224(1B) of the Companies Act, 1956 and they are not disqualified for such re-appointment within the meaning of section 226 of the said Act.

ALLOTMENTS

The Company in compliance with SEBI (ICDR) Regulation 2009 had allotted 7,55,000 Equity Shares on preferential basis to promoter group and others at a premium of Rs.54 per Share.

The Board of Directors has also allotted 15,00,000 Equity Shares and 10,00,000 Convertible Warrants to Promoters and others at a Premium of Rs.54 per Share during the year.

POSTAL BALLOT

During the year the Company has passed resolutions through Postal Ballot of which the result was declared on 18th January 2011.

SECRETARIAL COMPLIANCE REPORT

Compliance Certificate pursuant to section 383A (1) of the Companies Act, 1956 is attached.

STATUTORY DISCLOSURES

A. Particulars of the employees of the Company pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, is not given as none of the employees come under the purview of these provisions.

B. Particulars required to be furnished by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1998:

(i) Part A and Part B relating to Conservation of Energy and Technology Absorption are not applicable to the Company as your Company is not a manufacturing Company.

(ii) Foreign Exchange Earning and Outgo:- The Company has neither spent nor earned any foreign exchange during the year under review.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b. The accounting policies have been consistently applied and reasonable and prudent judgement and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and the Profit and Loss Account of the Company for the period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the Annual Accounts on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, bankers, regulatory bodies and other business constituents.

Your Directors also wish to place on record their deep sense of appreciation for the contribution and commitment displayed by the employees.

By Order of the Board of Directors

Place: Mumbai
Dated: 28th May 2011

Sd/-
Chairman

Veeraraghavan.N
Practising Company Secretary
B.Sc. LL.B. A.C.S.

B-7 & 8, Ground Floor
Satyam Commercial Complex
M.G Road, Ghatkopar (East)
Mumbai 400077
Ph: 25017805 Mob: 9821528844
Email: nvr54@rediffmail.com

COMPLIANCE CERTIFICATE

To
The Members of
Nivedita Mercantile and Financing Limited

I have examined the registers, records, books and papers of **Nivedita Mercantile and Financing Limited** as required under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company and its officers and agents, I certify that in respect of the aforesaid financial year:

- 1 The Company has kept and maintained the registers as stated in **Annexure – A** to this Certificate, as per the provisions and the rules made there under and entries therein have been duly recorded.
- 2 The Company has filed the forms and returns as stated in **Annexure – B** to this Certificate, with the Registrar of companies.
- 3 The Company being a public limited Company, comments are not required.
- 4 The Board of Directors duly met Eight times [6th April 2010, 24th April 2010, 08th May 2010, 29th May 2010, 09th August 2010, 4th November 2010, 03rd December 2010, and 4th February 2011] and in respect of which meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.
- 5 The Company has closed its Register of Members and Share Transfer Books on 1st September 2010 to 4th September 2010
- 6 The Annual General Meeting for the Financial year ended 31st March 2010 was held on 4th September 2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minutes book maintained for this

purpose.

- 7 The Company has not convened any Extra Ordinary General Meeting. The Company had conducted Postal Ballot during the year the results of which were declared on 18th January 2011.
- 8 The Company has generally complied with the provisions of Section 295 of the Act.
- 9 The Company has complied with the provision of Section 297 of the Act.
- 10 The Company has made entries in the Register maintained under Section 301 of the Act, wherever required.
- 11 As there were no instances falling within the purview of Section 314 of the Act, the Company is not required to obtain any approvals from the Board of Directors, Members or Central Government, as the case may be.
- 12 The Company has not issued any duplicate certificates during the financial year.
- 13
 - i) The Company has allotted 22,55,000 Equity Shares and 10,00,000 Convertible Warrants. There were no transfer of Shares.
 - ii) As the Company did not declare any dividend, the need to deposit any amount of dividend in a separate bank account did not arise.
 - iii) The Company was not required to post warrants to any members of the Company as no dividend was declared.
 - iv) There were no instances where the Company had to transfer any amounts to Investor Education and Protection Fund.
 - v) The Company has duly complied with the requirements of Section 217 of the Act.
- 14 The Board of Directors of the Company is duly constituted. Mr. Manoj Agarwal and Mr. Hiten Shah were appointed as the Additional Directors of the Company and Mr. Kamal Khetan, resigned from the Board during the Financial Year.
- 15 The Company has not appointed any Managing Director / whole time director / Manager during the period under Report.
- 16 The Company has not appointed any sole selling agent.
- 17 The Company was not required to obtain any approvals of the Central Government,

Company Law Board, Regional Director, Registrar of Companies and / or such other authorities as prescribed under the various provisions of the Act.

- 18 The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules there under.
- 19 The Company has not issued any Bonus shares.
- 20 The Company has not bought back any shares.
- 21 There was no redemption of preference shares or debentures.
- 22 There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares.
- 23 The Company has not accepted deposits including unsecured loans falling within the purview of Section 58A of the Act.
- 24 The Company has complied with, the provisions of Section 293(1) (d) of the Act.
- 25 The Company being NBFC provisions of Section 372 A are not applicable.
- 26 The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another.
- 27 The Company has not altered the provisions of the Memorandum with respect to Objects of the Company.
- 28 The Company has not altered the provisions of the Memorandum with respect to the name of the Company.
- 29 The Company has altered the provisions of the Memorandum with respect to share capital.
- 30 The Company has altered the provisions of the Articles of association.

Veeraraghvan N.

C.P.No . 4334

Date: 28th May 2011

Place: Mumbai

Annexure – A

Registers maintained by the Company:

- a) Register of Members u/s 150
- b) Minutes book u/s 193
- c) Register of Particulars of Contracts in which directors are interested u/s 301
- d) Register of Directors, Managing Directors, Manager and Secretary u/s 303
- e) Register of Directors Shareholding u/s 307
- f) Register of Transfer
- g) Register of Charges

Annexure – B

Forms and returns filed by the Company with the Registrar of companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2011

Document Type	Date of Filing	Whether filed on prescribed time	If Delayed whether Requisite Additional fee paid
Form 23	12/04/2010	Yes	NO
Form 2	20/04/2010	Yes	NO
Form 32	08/09/2010	Yes	NO
Form 23 AC	22/09/2010	Yes	NO
Form 23 ACA	22/09/2010	Yes	NO
Form 66	14/09/20110	Yes	NO
Form 23	22/09/2010	Yes	NO
Form 62	10/12/2010	Yes	NO
Form 23	08/02/2011	Yes	NO
Form 5	10/02/2011	Yes	NO
Form 32	21/02/2011	Yes	NO

Veeraraghvan N.

C. P. No. 4334

Date: 28th May 2011

Place: Mumbai

AUDITOR'S REPORT

To The Members of Nivedita Mercantile & Financing Limited

- 1) We have audited the attached Balance Sheet of Nivedita Mercantile & Financing Limited as at March 31, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis of such checks of books of accounts and other records as we considered appropriate and as per the information and explanation provided to us by the Company Management, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4) Further to our comments in Annexure referred to in paragraph 3 above, we report as under:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of audit;
 - b. In our opinion proper books of account as required by law, have been kept by the Company, so far as it appears from our examination of these books;
 - c. The balance sheet and the profit and loss account dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-

section (3C) of section 211 of the Companies Act, 1956 and Accounting Standards Rules, 2006;

- e. On the basis of written representation received from the directors of the Company as at March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors are disqualified as at March 31, 2011 from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Companies Act 1956;

- f. In our opinion and to the best of our information and according to the explanations given to us the said accounts read together with the Significant Accounting Policies and Notes to Accounts, give the information as required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - I. In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;

 - II. In case of Profit and Loss Account, of the profit for the year ended on that date; and

 - III. In case of Cash Flow Statement, of the cash flows for the year ended on that date.

For Bagaria & Co.
Chartered Accountants
(Firm Registration No.113447W)

Sd/-

N.T. Ranka
Partner
Membership No. 120454

Place: Mumbai
Date: 28th May 2011

ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NIVEDITA MERCANTILE & FINANCING LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2011

- i. There are no fixed assets and therefore clause 4(i) of the order is not applicable.
- ii. There is no inventory and therefore clause 4(ii) of the order is not applicable.
- iii.
 - a. The Company has taken loans, secured or unsecured from eight parties listed in the Register maintained under Section 301 of the Companies Act, 1956 and the maximum balance during the year was 17,737.10 Lacs. The closing balance at the year-end was Rs 9386.04 Lacs.
 - b. The Company has granted loan, secured or unsecured to five parties covered in the register maintained under Section 301 of the Companies Act, 1956 and the maximum balance during the year was 21,587.95 Lacs .The closing balance at the year-end is Rs 1553.94 Lacs.
 - c. According to information and explanations given to us , the rate of interest and other terms and conditions of Loans taken /given from/to parties listed in the Register maintained under Section 301 of the Companies Act, 1956 are not prima facie prejudicial to the interest of the Company.
- iv. There are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the providing services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v. According to information and explanations given to us, the particulars of all contracts or arrangement referred to in Section 301 of the Companies Act, 1956 that are required to be entered in the register maintained under Section 301 the Companies Act, 1956, were so entered.
- vi. There are no public deposit accepted by the Company within the meaning of Section 58A and 58AA of the Companies Act, 1956 and therefore clause 4(vi) of the order is not applicable.
- vii. In our opinion, the Company has an internal audit system commensurate with size and nature of its business.
- viii. The Company does not belongs to list of Companies as prescribed under Section 209(1)(d) of the Companies Act,1956 and therefore clause 4(viii) of the order is not applicable.
- ix.
 - The Company has been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, value added tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues, as applicable to it, with the appropriate authorities.
 - The Company has no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees state insurance, income tax, value added tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues, as applicable to it, as at March 31, 2011 for the period of more than six months from the date they become payable.

- x. The Company has no disputed amount payable in respect of income tax, value added tax, wealth tax, service tax, custom duty, excise duty cess and other statutory dues, as applicable to it, which have not been deposited on account of any dispute.
- xi. The Company has no accumulated losses as at March 31, 2011 and it has not incurred any cash losses during the financial year or immediately preceding financial year.
- xii. The Company has not borrowed any fund from financial institutions, banks or debenture holders and therefore clause 4(xi) of the order is not applicable.
- xiii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore clause 4(xii) of the order is not applicable.
- xiv. The Company is not a chit fund or a nidhi / mutual benefit fund/ society and therefore clause 4(xiii) of the order is not applicable.
- xv. The Company has maintained proper records of the transactions and contracts of the investments dealt in by the Company and timely entries have been made therein. The investments made by the Company are held in its own name.
- xvi. The Company has not given any guarantee for loans taken by others from banks or financial institutions and therefore clause 4(xv) of the order is not applicable.
- xvii. The Company not obtained any term loans and therefore clause 4(xvi) of the order is not applicable.
- xviii. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short- term basis have been raised on short-term basis have been used for long- term investment. No long-term funds have been used to finance short term assets.
- xix. The Company has made preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956 and the price at which shares have been issued is not prejudicial to the interest of the Company.
- xx. The Company has not issued any debentures and therefore clause 4(xix) of the order is not applicable.
- xxi. The Company has not raised any money by way of public issue and therefore clause 4(xx) of the order is not applicable.
- xxii. During the year no fraud on or by the Company has been noticed or reported and therefore clause 4(xxi) of the order is not applicable.

For Bagaria & Co.
Chartered Accountants
(Firm Registration No.113447W)

Sd/-

N.T. Ranka
Partner
Membership No. 120454

Place: Mumbai
Date: 28th May 2011

NIVEDITA MERCANTILE AND FINANCING LIMITED.

BALANCE SHEET AS AT 31ST MARCH 2011.

Particulars	Schedule No.	As At 31st March 2011 Rs.	As At 31st March 2010 Rs.
<u>SOURCES OF FUNDS</u>			
<u>Shareholders Funds</u>			
Share Capital	I	25,000,000	2,450,000
Warrants /Share Application Money		16,000,000	48,320,000
Reserves & Surplus	II	140,555,660	13,560,842
<u>Loan Funds</u>			
Unsecured Loans	III	1,067,003,946	-
Total	A	1,248,559,606	64,330,842
<u>APPLICATION OF FUNDS</u>			
<u>Investment</u>			
	IV	787,320	-
<u>Current Assets, Loans & Advances</u>			
Cash & Bank Balances	V	45,653,933	52,215,347
Loans & Advances	VI	1,207,120,035	13,168,771
		1,252,773,968	65,384,118
<u>Less : Current Liabilities & Provisions</u>			
Current Liabilities	VII	1,973,320	293,229
Provisions	VIII	3,028,362	760,047
	B	5,001,682	1,053,276
Net Current Assets	(A-B)	1,247,772,286	64,330,842
Total		1,248,559,606	64,330,842
Significant Account Policies & Notes to Accounts	XII		
As per our report of even date attached			
For Bagaria & Co.		For and on behalf of the Board of Director	
Chartered Accountants		of Nivedita Mercantile and Financing Limited	
Firm Registration No. 113447W		<u>Directors:</u>	
Sd/-		Kamalkishor Vyas	Sd/-
N.T. Ranka		Manoj Agarwal	Sd/-
Partner		Pankaj Jain	Sd/-
Membership No. 120454			
Place : Mumbai			
Date : 28th May 2011			

NIVEDITA MERCANTILE AND FINANCING LIMITED.
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	Schedule No.	For the Year Ended 31st March 2011	For the Year Ended 31st March 2010
		Rs.	Rs.
<u>Income</u>			
Income from Operation	IX	92,360,869	1,160,411
Other Income	X	294,208	37,053
Total		92,655,077	1,197,464
<u>Expenditure</u>			
Operating Expenses		83,925,104	-
Administrative Expenses	XI	1,384,304	442,637
Total		85,309,408	442,637
Profit Before Tax		7,345,669	754,827
Less : <u>Provision for Taxation</u>			
Current tax		2,274,415	233,347
Short/ (Excess) Provision of Income Tax		(153,564)	(39,606)
Profit After Tax		5,224,819	561,086
Less : Appropriation			
Statutory Reserve Fund		1,044,964	112,217
Contingent Provisions against Standard Assets		492,714	-
Add : Balance Brought forward from previous year		13,406,025	12,957,156
Balance Carried forward to Balance Sheet		17,093,166	13,406,025
Basic Earning per share (Face Value Rs. 10/- each)		4.29	2.29
Diluted Earning per share (Face Value Rs. 10/- each)		4.16	2.16
Significant Account Policies & Notes to Accounts	XII		
As per our report of even date attached			
For Bagaria & Co.	For and on behalf of the Board of Director of Nivedita Mercantile and Financing Limited		
Chartered Accountants	Directors:		
Firm Registration No. 113447W	Kamalkishor Vyas	Sd/-	
Sd/-			
N.T. Ranka	Manoj Agarwal	Sd/-	
Partner			
Membership No. 120454	Pankaj Jain	Sd/-	
Place : Mumbai			
Date : 28th May 2011			

NIVEDITA MERCANTILE AND FINANCING LIMITED.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	Year Ended 31st March 2011		Year Ended 31st March 2010	
	Rs.	Rs.	Rs.	Rs.
<u>Cash Flow from Operating Activities</u>				
Profit Before Tax and Extraordinary items		7,345,669		754,827
Adjustment For				
Dividend Income	(278,370)		-	
Loss/ (Profit) on Sale of Mutual Funds	(1,137)	(279,507)	-	-
Operating Profit before Working Capital Changes		7,066,162		754,827
Adjustment for:				
(Increase)/Decrease in Other Receivable	230,891		4,397,956	
(Increase)/Decrease in Loans & Advances	(1,184,957,571)		-	
Increase/(Decrease) in Unsecured Loans	1,067,003,946		-	
Increase/(Decrease) in Sundry Creditors & Provisions	1,827,555	(115,895,179)	(1,196,311)	3,201,645
Cash Generated From Operations		(108,829,017)		3,956,472
Income Tax (Paid) Refund		(9,224,584)		(139,751)
Net Cash inflow / (used) from Operating Activities (A)		(118,053,601)		3,816,721
<u>Cash Flow from Investing Activities</u>				
Purchase of Investment	(787,320)			
Profit on Sale of Mutual Funds	1,137			
Dividend on Mutual Funds	278,370	(507,813)		-
Net Cash inflow / (used) in Investing Activities (B)		(507,813)		-
<u>Cash Flow from Financing Activities</u>				
Warrants Application Money		16,000,000		48,320,000
Proceeds from Issue of Equity Shares		15,000,000		-
Proceeds from Issue of Securities Premium		81,000,000		-
Net Cash inflow / (used) in Financing Activities (C)		112,000,000		48,320,000
Net Increase in Cash and Cash Equivalents (A+B+C)		(6,561,414)		52,136,721
Cash and Cash Equivalents - Opening Balance		52,215,347		78,626
Cash and Cash Equivalents - Closing Balance		45,653,933		52,215,347
<u>Componets of cash and cash equivalents at the year end</u>				
Cash on hand		330,098		41
With Scheduled Banks				
-On Current account		123,835		52,215,306
-On Deposit account		45,200,000		-
Cash and Cash Equivalents - Closing Balance		45,653,933		52,215,347

Notes:

1. The above Cash Flow Statement has been prepared under the " Indirect method" set out in Accounting Standard (AS) -3 on Cash Flow Statement notified u/s 211(3C) of the Companies Act, 1956.

As per our report of even date attached

For Bagaria & Co.

Chartered Accountants

(Firm Registration No. 113447W)

Sd/-

N.T. Ranka

Partner

Membership No. 120454

Place : Mumbai

Date : 28th May 2011

For and on behalf of the Board of Director

of Nivedita Mercantile and Financing Limited

Directors:

Kamalkishor Vyas

Sd/-

Manoj Agarwal

Sd/-

Pankaj Jain

Sd/-

NIVEDITA MERCANTILE AND FINANCING LIMITED.

Schedule Annexed to form an Integral Part of Financial Statements As At 31st March 2011

Particulars	As At March 2011	31st March 2010
	RS.	RS.
<u>SCHEDULE - I</u>		
<u>Share Capital</u>		
<u>Authorised</u>		
35,00,000 (P.Y.1,000,000) Equity Shares of Rs.10/- each	35,000,000	10,000,000
<u>Issued, Subscribed and Paid Up</u>		
25,00,000 (P.Y. 2,45,000) Equity Shares of Rs. 10/- each fully paid up	25,000,000	2,450,000
Total	25,000,000	2,450,000
<u>SCHEDULE - II</u>		
<u>Reserves & Surplus</u>		
<u>Statutory Reserve Fund</u>		
Opening Balance	154,817	42,600.00
Add: Transferred from Profit & Loss Account	1,044,964	112,217.00
	1,199,781	154,817
<u>Contingent Provisions Against Standard Assets</u>		
Opening Balance	-	-
Add: Transferred from Profit & Loss Account	492,714	-
	492,714	-
<u>Profit & Loss Account</u>		
	17,093,166	13,406,025
<u>Securities Premium</u>		
Opening Balance	-	-
Add: Additions during the year	121,770,000	-
	121,770,000	-
Total	140,555,661	13,560,842
<u>SCHEDULE - III</u>		
<u>Loans (Liability)</u>		
<u>Unsecured Loans</u>		
-From Banks	-	-
-From Others	1,067,003,946	-
Total	1,067,003,946	-
<u>Schedule IV</u>		
<u>Investment at Cost</u>		
<u>1. In Equity Shares</u>		
Quoted	-	-
Unquoted		
78,732 (P.Y. Nil) Shares of Eskay Infrastructure Development Pvt Ltd of Rs 10 Each	787,320	-
Total	787,320	-
Market Value : Since the shares are unquoted there is no market value available.		

NIVEDITA MERCANTILE AND FINANCING LIMITED.

Schedule Annexed to form an Integral Part of Financial Statements As At 31st March 2011

Particulars	As At March 2011	As At March 2010
	RS.	RS.
<u>SCHEDULE - V</u>		
<u>Cash & Bank Balances</u>		
Cash in hand	330,098	41
<u>Bank Balance with Scheduled Bank</u>		
-Current Account	123,835	52,215,306
-Deposited Account (FDR)	45,200,000	-
Total	45,653,933	52,215,347
<u>SCHEDULE - VI</u>		
<u>Current Assets, Loans & Advances</u>		
(Unsecured, Considered good)		
Prepaid Expenses	16,545	19,854
Loans Given	197,078,885	12,121,314
Application Money in OCRPS	1,000,000,000	-
Balance With Government Authorities	781,404	801,569
Interest Accrued and Due	1,014	-
Other Receivable	9,242,187	226,034
Total	1,207,120,035	13,168,771
<u>SCHEDULE - VII</u>		
<u>Current Liabilities</u>		
<u>Sundry Creditors</u>		
- Total Outstanding dues of micro enterprises and small enterprises	-	-
- Total Outstanding dues of Creditors other than micro enterprises and small enterprises	5,000	36,274
Other Liabilities	1,968,320	256,955
Total	1,973,320	293,229
<u>SCHEDULE - VIII</u>		
<u>Provisions</u>		
Provision for Income Tax & FBT	3,028,362	760,047
Total	3,028,362	760,047

NIVEDITA MERCANTILE AND FINANCING LIMITED.

Schedule Annexed to form an Integral Part of Financial Statements for the Year Ended 31st March 2011

Particulars	For the Year Ended 31st March 2011	For the Year Ended 31st March 2010
	RS.	RS.
<u>SCHEDULE IX</u>		
<u>Income from Operation</u>		
Commission Income	-	229,626
Interest Income (TDS 92,24,584/- , P.Y. (65,781/-)	92,360,869	930,785
Total	92,360,869	1,160,411
<u>SCHEDULE - X</u>		
<u>Other Income</u>		
Miscellaneous Income	14,701	37,053
Dividend on Mutual Funds	278,370	-
Profit on Sale of Mutual Fund	1,137	-
Total	294,208	37,053
<u>SCHEDULE - XI</u>		
<u>Administration Expenses</u>		
<u>Auditor Remuneration</u>		
- Audit Fees	16,545	16,545
- Certification / other Fees	35,848	-
Bank Charges	1,027	6,746
Legal & Professional Charges	370,234	37,003
Miscellaneous Expenses	146,048	117,704
Postage & Stamp Expenses	1,500	5,781
Printing & Stationery	14,894	12,512
Rent, Rates and Taxes	15,000	2,500
Filing Fees/ ROC Fees	189,208	8,030
Travelling Expenses	-	10,816
Salary & Wages	594,000	225,000
Total	1,384,304	442,637

NIVEDITA MERCANTILE AND FINANCING LIMITED

SCHEDULE –XII

Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2011

A. SIGNIFICANT ACCOUNTING POLICIES:

1) Basis of preparation

The financial statements are prepared under the historical cost convention, on accrual basis, in compliance with all material aspects of the notified Accounting standards by Companies (Accounting Standards) Amendment Rules, 2008 and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2) Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

3) Revenue Recognition

a) Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

b) Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

4) Fixed Assets & Depreciation

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Depreciation is provided as per Schedule XIV of the Companies Act 1956.

5) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current investments are carried at lower of cost and market value whichever is less.

All other investments are classified as long-term investments. Long-term investments are carried at cost, less provision for diminution in value other than temporary.

6) **Impairment of assets**

The carrying amounts of assets are reviewed at each balance sheet date if there are impairment indicators. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the WACC.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or decreased based on reassessment of recoverable amount, which is carried out if the change is significant. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

7) **Employee benefits**

Gratuity provision as required by Accounting Standard 15- 'Accounting for Retirement benefits in the financial Statements of Employers' issued by the Institute of Chartered Accountants of India has not been made as gratuity Act is not Applicable to Company.

8) **Borrowing Cost**

Borrowing costs which are directly attributable to acquisition, construction or production of a qualifying asset are capitalized as a part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred.

7) **Taxation**

Tax expense comprises of current and deferred. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is not recognised as there is no timing difference, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

8) **Foreign Currency Transactions:**

Foreign Currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. The gain or loss arising out of settlement / translation of the assets and liabilities at the closing rates due to exchange fluctuations is recognized as income/expenditure in the profit and loss account.

9) **Earnings Per Share**

The Company reports basic and diluted earnings per share in accordance with AS-20 "Earnings per Share". Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

10) **Provision**

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

11) **Contingent Liabilities**

Contingent Liabilities, if any, are disclosed in the Notes on Accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the Board of Directors and which have material effect on the position stated in the Balance Sheet.

B. NOTES FORMING PART OF ACCOUNTS:

1) **Payment to Auditors (Including Services Tax)**

(Rs.)

Particulars	Year ended 31 st March 2011	Year ended 31 st March 2010
Statutory Audit Fees	16,545	16,545
Certification / Other Fees	35,848	-
Total	52,393	16,545

2) **Earnings Per Share**

(Rs.)

Particulars	Year ended 31 st March 2011	Year ended 31 st March 2010
Net profit for the year attributable to equity shareholders (Rs.)	52,24,818	561,086
Weighted Average No. of Equity shares outstanding for Basic Earnings per share	12,17,726	245,000

Weighted Average No. of Equity shares outstanding for Diluted Earnings per share	12,56,082	259,479
Basic Earnings per share (face value of Rs 10/- each)	4.29	2.29
Diluted Earnings per share (face value of Rs 10/-each)	4.16	2.16

3) Related Party Disclosures

A) Related Parties

I) Enterprise holding control

- Eskay Infrastructure Development Pvt Ltd (upto 06.04.2010)

II) Key Management Personnel

- Kamal Khetan (Upto 03.02.2011)
- Kamalkishor Vyas

B) Transactions with Related Parties

(Rs.in Lacs)

Particulars	Entities having Significant Influence		Key Management Personnel & related parties	
	2010-11	2009-10	2010-11	2009-10
Interest Received	-	1.66	-	-
Share Application Money	-	-	22.19	313.60

4) In the opinion of the Management, all Current Assets, Loans & advances & Current Liabilities would be realizable at least of an amount equal to the amount at which they are stated in the Balance sheet. Further provisions have been made for all known & accrued liabilities.

5) The Following additional information is disclosed in terms of RBI Circulars:

(Rs. in Lacs)

Particulars	Amount outstanding	Amount overdue
<u>Liabilities side :</u> (1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid: (a) Debentures : Secured : Unsecured	-	-

(Other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	10670.04	-
(e) Commercial Paper	-	-
(f) Other Loans (specify nature)	-	-
Total	10670.04	-
Assets side :		
(2) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below) :		
(a) Secured	-	-
(b) Unsecured	11970.85	-
Total	11970.85	-
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Leased assets including lease rentals under Sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
Total	-	-
(4) Break-up of Investments :		
<u>Current Investments:</u>		
1. Quoted		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
2. Unquoted		
(i) Shares : (a) Equity	7.87	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-

Long Term Investments :		
1. Quoted		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds		
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)		
2. Unquoted		
(i) Shares : (a) Equity		
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds		
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
Total	7.87	-
Category	Secured / Unsecured	Total
(5) Borrower group-wise classification of assets financed as in (2) and (3) above :		
<u>1. Related parties</u>		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties		
<u>2. Other than related parties</u>	-	11970.85
Total	-	11970.85
Category	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
<u>1. Related parties</u>		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
<u>2. Other than related parties</u>	7.87	-
Total	7.87	-
(7) Other information		

(i) Gross Non-performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-
Total	-	-

6) Previous year's figures have been regrouped, rearranged, reclassified to the extent possible.

7) **Micro, Small and Medium Enterprises**

The management has initiated the process of identifying enterprises which have provided goods and services to the company and which qualify under the definition of Micro Small and Medium enterprises, as defined under Micro Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amount payable to such enterprises as at March 31, 2011 is made in the financial statements based on information received and available with the company.

8) **Allotment of Equity Share and Convertible Warrants**

During the year company has issued and allotted 22, 55,000 Equity Shares of Rs 10/- each at premium of Rs 54/- each on preferential basis. The Company has also issued 10,00,000 Convertible Warrants of Rs 10 each at premium of Rs 54/-each and amount called & received on application of Rs 16/- per warrants.

9) Other information pursuant to provision of paragraph 3, 4A, 4C & 4D of Part II of schedule VI of the Companies Act, 1956 are either Nil or Not Applicable.

Signatures to Schedules I to XII

For Bagaria & Co.
Chartered Accountants
(Firm Registration No. 113447W)

Sd/-

N. T. Ranka
Partner
Membership No.120454
Place: Mumbai
Date : 28th May 2011

**For and on behalf of the Board of Directors
of Nivedita Mercantile & Financing Limited**
Directors:

Kamalkishor Vyas

Sd/-

Manoj Agarwal

Sd/-

Pankaj Jain

Sd/-

NIVEDITA MERCANTILE AND FINANCING LIMITED.

Balance Sheet Abstract And Company's General Business Profile

I. Registration Details	Registration No. L51900MH1985PLC037039	State Code 11	
	Balance Sheet Date 31st March 2011	Date of Incorporation 5/8/1985	
II. Capital raised during the year (Amount in '000)			
Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement /Promoter's Contribution	22,550
III. Position of Mobilisation and Deployment of Funds (Amount in '000)			
Total Liabilities (includes Current Liabilities & Provisions)	1,253,561	Total Assets (excludes Current Liabilities & Provisions)	1,253,561
Source of Funds:			
Paid-up Capital	25,000	Reserve and Surplus	140,556
Secured Loans	-	Unsecured Loans	1,067,004
Shares Application Money	16,000	Deferred Tax Liabilities	-
Application of Funds:			
Net Fixed Assets	-	Investments	787
Net Current Assets	1,247,772	Misc. Expenditure	-
		Deferred Tax Assets	-
IV. Performance of Company.			
Turnover and Income	92,655	Total Expenditure	85,309
Profit/(Loss) Before Tax	7,346	Profit/(Loss) After Tax	5,225
EPS Basic (Rs.)	4.29	Dividend Rate %	-
EPS Diluted (Rs.)	4.16		
V. Generic Names of Three Principal Products/Services of Company (As Per Monetary Terms)			
Item Code No. (ITC Code)	Not Applicable		
Product Description	Not Applicable		
For Bagaria & Co. Chartered Accountants (Firm Registration No. 113447W)	For and on behalf of the Board of Director of Nivedita Mercantile and Financing Limited Directors:		
Sd/- N.T. Ranka Partner Membership No. 120454 Place : Mumbai Date : 28th May 2011	Kamalkishor Vyas	Sd/-	
	Manoj Agarwal	Sd/-	
	Pankaj Jain	Sd/-	

NIVEDITIA MERCANTILE AND FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING

28.09.2011

DP. ID
Client ID

Reg. Folio No.

--

Mr./Mrs./Miss. _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the company.

I hereby record my presence at the **26TH ANNUAL GENERAL MEETING OF THE COMPANY** held at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051 at 4.00 p.m. on 28th September 2011.

_____ Proxy's name in Block Letters	_____ Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at ENTRANCE of the MEETING HALL.

-----TEAR HERE -----

NIVEDITA MERCANTILE AND FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057

PROXY FORM

DP ID
Client ID

Reg. Folio No.

--

I/We _____ of _____ being a member/members of Nivedita Mercantile And Financing Limited hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my /our behalf at the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, September 28, 2011 or at any adjournment thereof.

Signed this _____ day of _____ 2011

Affix a Rs. 1 Revenue Stamp

Note: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.