

**NIVEDITA MERCANTILE AND FINANCING LIMITED**

**BOARD OF DIRECTORS**

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  
1<sup>st</sup> Floor, 19/20, Jaferbhoy Industrial Estate  
Makwana Road, Marol Naka  
Mumbai- 400 059

**REGISTERED OFFICE**

5<sup>th</sup> Floor, Sunteck Centre, 37-40, Subhash Road,  
Vile Parle (East), Mumbai-400057.

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of Nivedita Mercantile & Financing Limited will be held on Tuesday 18<sup>th</sup> September 2012 at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051 to transact, the following business:

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 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. Manoj Agarwal who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,50,00,000 (Rupees Three Crores Fifty only) divided into 35,00,000 (Thirty Five Lacs only ) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs only) equity shares of Rs. 10/- (Rupees Ten) each

**"RESOLVED FURTHER THAT** pursuant to the provisions of section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

**V.** The Authorized Share Capital of the Company is **15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only)** each with the rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being."

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE MEETING PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:**

#### Item No. 4

In view of the increased business activities and with the view of meeting the long term working capital needs of the Company, the Board proposes to increase the Capital of the Company by further issue of shares. Simultaneously the Authorised Capital of the Company needs to be increased. The Board of Directors at their meeting held on 30<sup>th</sup> May 2012 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has accordingly proposed to increase the authorized share capital of the Company. Pursuant to such increase the existing Capital Clause no. V of the Memorandum of Association of the company needs to be altered.

The Proposed resolution under this item No. 1 seeks to obtain Members' approval to alter Capital Clause as mentioned above in the Memorandum of Association of the Company. Pursuant to section 16 & 94 of the Companies Act, 1956 if the Memorandum is to be altered, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 1 of the Notice.

None of your Directors are interested in the above resolutions except to the extent of their shareholding in the Company.

#### **Registered Office:**

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

Directors

By Order of the Board of

Place: Mumbai

Sd/-

Date: 30<sup>th</sup> May 2012

Director

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.**

1. Register of members and share transfer books will be closed from 14<sup>th</sup> September, 2012 to 18<sup>th</sup> September 2012 (both days inclusive).
2. 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.

**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. Manoj Agarwal
Age	36 Years
Date of Appointment	04/02/2011
Qualification	Chartered Accountant, Company Secretary
Expertise in Specific Financial Area	<b>Accounts and Finance</b>
Directorship in other Companies	Bygging India Limited
Chairman/ Member of the Audit Committee as on March 31, 2012	NIL
Chairman/ Member of the Shareholders/Investors/ Grievance Committee as on March 31, 2012	N/A
Shareholding in Nivedita Mercantile and Financing Limited	NIL

## NIVEDITA MERCANTILE & FINANCING LIMITED

### DIRECTORS' REPORT

Your Directors submit the 27<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended on 31st March 2012.

#### **FINANCIAL RESULTS**

(Rupees In Lacs)

Particulars	For the Year ended on 31.03.2012	For the Year ended on 31.03.2011
Total Income	1551.17	926.55
Expenditure	1385.75	853.09
Profit before Tax	165.42	73.46
Less: Provision for Tax	53.48	21.21
Profit after Taxation	111.93	52.25

#### **PERFORMANCE**

During the year under review the Company has earned Total Income of Rs. **1551.17 Lacs** and earned Net Profit of Rs. **111.93 Lacs** compared to total income of Rs. **926.55 Lacs** and Net Profit of Rs. **52.25 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 31<sup>st</sup> March, 2012.

#### **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 and Mr. Asim Santara were regularised at the 26<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2011.

Mr. Pankaj Jain, Director has resigned during the year at the Board Meeting held on 14<sup>th</sup> November 2012, the Board places on record its sincere appreciation for the contribution made by Mr. Pankaj Jain.

Mr. Manoj Agarwal being the longest in the office of the Directors is liable to retire by rotation.

#### **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**

During the current year Company had allotted 4,00,000 Equity Shares to Promoters and Promoter groups at the meeting held on 13<sup>th</sup> February, 2012 pursuant to conversion of 4,00,000 Warrants issued on the Preferential basis.

#### **CONSTITUTION OF ALCO COMMITTEE**

In accordance with Reserve Bank of India Guidelines an Asset Liability Management (ALM) Committee of the Board comprising Mr. Manoj Agarwal, Mr. Asim Santara and Mr. Darshan Gangolli has been constituted for the implementation of the ALM System and to review its functions periodically. The Committee also reviews the Risk Management Policy of the Company from time to time.

#### **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 31<sup>st</sup> March, 2012 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**

**Mumbai: 30.05.2012**

Sd/-  
**Chairman**

*Veeraraghavan.N*  
Practicing 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@ymail.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 31<sup>st</sup> March, 2012. 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 Four times [28<sup>th</sup> May, 2011, 12<sup>th</sup> August, 2011, 14<sup>th</sup> November, 2011 and 13<sup>th</sup> February, 2012] 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 26<sup>th</sup> September 2011 to 28<sup>th</sup> September 2011.
- 6 The Annual General Meeting for the Financial year ended 31<sup>st</sup> March 2011 was held on 28<sup>th</sup> September 2011 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.
- 8 The Company has 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 not allotted any Shares and there were no transfers of Shares. However 4,00,000 warrants were converted into 4,00,000 equity shares on 13.02.2012
  - 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. Kamalkishore Vyas and Mr. Pankaj Jain have 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.
- 31 As explained to me by the Company and its officers, there was no prosecution initiated or show cause notices received by the Company for the offences under the Act.
- 32 The Company has not received any money as security deposit from its employees.
- 33 The Provisions of Employees' Provident Fund Act are not applicable to the Company.

**Veeraraghvan N.**  
**C.P.No . 4334**  
**Mumbai: 30<sup>th</sup> May 2012**

**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 31<sup>st</sup> March 2012:

<b>Document Type</b>	<b>Date of Filing</b>	<b>Whether filed on prescribed time</b>	<b>If Delayed whether Requisite Additional fee paid</b>
Form23 AC	24/10/2011	YES	No
Form23ACA	24/10/2011	YES	No
Form 20B	12/12/2011	No	Yes
Form 66	10/10/2011	Yes	No
Form 32	13/12/2011	Yes	No
Form 32	17/06/2011	Yes	No
Form 32	10/10/2011	Yes	No
Form 2	27/02/2012	Yes	No

## 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, 2012 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) Further to above as required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 1998" vide notification No.DFC.117/DG (SPT)-98 dated January 2, 1998 duly updated as on September 18, 2008 issued by Reserve Bank Of India, and based on the books and records verified by us and according to information and explanation given us during the course of our audit, we give hereunder our report on matters specified in paragraphs 3 of the said Directions.
  - a. The Company is engaged in the business of Non-Banking Financial Institution and has obtained a Certificate of Registration No. N-13.00758 dated 20<sup>th</sup> April 1998 from Reserve Bank of India, Department of Non-Banking Supervision, Mumbai Regional Office.
  - b. The Company is entitled to continue to hold Certificate of Registration in terms of its asset/income pattern as on 31<sup>st</sup> March, 2012.
  - c. The Board of Directors in their meeting held on 12<sup>th</sup> April 2011, has passed a resolution for non-acceptance of any public deposits.
  - d. As per the information and explanation given to us and as appears from the books of accounts of the Company, Company has not accepted any deposit form the public during the year ended on 31<sup>st</sup> March, 2012.
  - e. In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition,

accounting standard, asset classification, and provisioning of bad and doubtful debt, as applicable to it, in terms of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 except for the followings:

- *The Company has yet to furnish to the Reserve Bank the annual statement of capital funds, risk assets/ exposures and risk asset ratio (NBS – 7).*
- *As per the Provisions of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 for the year ended on 31st March 2012, the Company is required to maintain a Capital Adequacy Ratio of 15%..The Company has maintained Capital Adequacy ratio of 11.26%.*

4) 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.

5) Further to our comments in Annexure referred to in paragraph 4 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, 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as at March 31, 2012 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, 2012;
- 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/-

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**N.T. Ranka**  
Partner  
Membership No. 120454

Place: Mumbai  
Date: 30<sup>th</sup> May 2012

## ANNEXURE TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARAGRAPH 4 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF NIVEDITA MERCANTILE & FINANCING LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

- 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 not taken loans, secured or unsecured from parties listed in the Register maintained under Section 301 of the Companies Act, 1956.
  - b. The Company has granted loan, secured or unsecured to two parties covered in the register maintained under Section 301 of the Companies Act, 1956 and the maximum balance during the year was 1056.32 Lacs .The closing balance at the year-end is Rs 857.46 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, 2012 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, 2012 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 explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds 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 not made preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 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.11344W)  
Sd/-

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**N.T. Ranka**  
Partner  
Membership No. 120454

Place: Mumbai  
Date: 30<sup>th</sup> May 2012



**Balance Sheet as at 31st March, 2012**

Particulars		Note No.	As at 31 March, 12	As at 31 March, 11
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	(a) Share capital	2	29,000,000	25,000,000
	(b) Reserves and surplus	3	173,349,474	140,555,660
	(c) Money received against share warrants		9,600,000	16,000,000
2	<b>Share application money pending allotment</b>		-	-
3	<b>Non-current liabilities</b>		-	-
4	<b>Current liabilities</b>			
	(a) Short-term borrowings	4	1,703,479,681	1,067,003,946
	(b) Trade Payable	5	129,681	346,005
	(c) Other current liabilities	6	3,496,080	1,627,315
	(d) Short-term provisions	7	7,689,994.00	2,312,739
	<b>TOTAL</b>		<b>1,926,744,910</b>	<b>1,252,845,665</b>
<b>B</b>	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Non-current investments	8	453,970	787,320
2	<b>Current assets</b>			
	(a) Cash and cash equivalents	9	3,065,149	45,653,934
	(b) Short-term loans and advances	10	1,898,392,291	1,197,089,868
	(c) Other current assets	11	24,833,500	9,314,543
	<b>TOTAL</b>		<b>1,926,744,910</b>	<b>1,252,845,665</b>
	<b>Significant Accounting Policies</b>	1		
	<b>Notes on Financial Statement</b>	1 to 17		
In terms of our report attached.				
<b>For Bagaria &amp; Co</b>		<b>For and on behalf of the Board of Directors</b>		
Chartered Accountants		<b>of Nivedita Mercantile and Financing Limited</b>		
Firm Registration No : 113447W		<b>Directors:</b>		
Sd/-		Manoj Agrawal		Sd/-
<b>N. T. Ranka</b>		Asim Santara		Sd/-
<b>Partner</b>		Hiten Shah		Sd/-
<b>M No.120454</b>				
Place : Mumbai		Place : Mumbai		
Date : 30th, May 2012		Date : 30th, May 2012		

**Profit & Loss Accounts for the year ended 31st March 2012**

Particulars		Note No.	For the year ended 31 March, 2012	For the year ended 31 March, 2011
<b>A</b>	<b>INCOME</b>			
1	Revenue from operations (gross)	12	155,054,043	92,360,869
2	Other income	13	62,871	294,208
3	<b>Total revenue (1+2)</b>		<b>155,116,914</b>	<b>92,655,077</b>
4	<b>Expenses</b>			
	(a) Operating Expenses	14	136,462,564	83,925,104
	(b) Employee benefits expense	15	873,574	594,000
	(c) Other expenses	16	1,238,788	790,304
	<b>Total expenses</b>		<b>138,574,926</b>	<b>85,309,408</b>
	<b>Profit/ (Loss) before tax (3 - 4)</b>		<b>16,541,989</b>	<b>7,345,669</b>
5	<b>Tax expense:</b>			
	Current tax expense for current year		5,348,175	2,120,851
6	<b>Profit/ (Loss) for the year</b>		<b>11,193,814</b>	<b>5,224,818</b>
7	Earnings per share (of ` 10/- each):			
	(a) Basic		4.39	4.29
	(b) Diluted		3.20	4.16
	<b>Significant Accounting Policies</b>	1		
	<b>Notes on Financial Statement</b>	1 to 17		
In terms of our report attached.				
For Bagaria & Co		For and on behalf of the Board of Directors		
Chartered Accountants		of Nivedita Mercantile and Financing Limited		
Firm Registration No : 113447W		<b>Directors:</b>		
Sd/-		Manoj Agrawal	Sd/-	
N.T. Ranka		Asim Santara	Sd/-	
Partner		Hitendra Shah	Sd/-	
M No.120454		Place : Mumbai		
Place : Mumbai		Date : 30th, May 2012		
Date : 30th, May 2012				

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

Particulars	Year Ended 31st March 2012		Year Ended 31st March 2011	
			Rs.	Rs.
<b>Cash Flow from Operating Activities</b>				
Profit Before Tax and Extraordinary items		16,541,989		7,345,669
<b>Adjustment For</b>				
Dividend Income	(62,871)		(278,370)	
Loss/ (Profit) on Sale of Mutual Funds	-	(62,871)	(1,137)	(279,507)
<b>Operating Profit before Working Capital Changes</b>		16,479,117		7,066,162
Adjustment for:				
(Increase)/Decrease in Short Term Loans & Advances and in other current Assets	(692,011,045)		(1,184,726,680)	
Increase/(Decrease) in Short term Borrowings	636,475,735		1,067,003,946	
Increase/(Decrease) in Trade Payable, Short Term provisions and other current liabilities	1,681,521	(53,853,789)	1,827,555	(115,895,179)
Cash Generated From Operations		(37,374,672)		(108,829,017)
Income Tax (Paid) Refund		(24,810,335)		(9,224,584)
<b>Net Cash inflow/(used) from Operating Activities (A)</b>		<b>(62,185,007)</b>		<b>(118,053,601)</b>
<b>Cash Flow from Investing Activities</b>				
Purchase of Investment	-		(787,320)	
Sale of Investment	333,350		-	
Profit on Sale of Mutual Funds	-		1,137	
Dividend on Mutual Funds	62,871	396,221	278,370	(507,813)
<b>Net Cash inflow/(used) in Investing Activities (B)</b>		<b>396,221</b>		<b>(507,813)</b>
<b>Cash Flow from Financing Activities</b>				
Warrants Application Money	-			16,000,000
Proceeds from Issue of Equity Shares	3,000,000			15,000,000
Proceeds from Issue of Securities Premium	16,200,000			81,000,000
Loan taken from				
<b>Net Cash inflow/(used) in Financing Activities (C)</b>		<b>19,200,000</b>		<b>112,000,000</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>		<b>(42,588,785)</b>		<b>(6,561,414)</b>
<b>Cash and Cash Equivalents - Opening Balance</b>		<b>45,653,933</b>		<b>52,215,347</b>
<b>Cash and Cash Equivalents - Closing Balance</b>		<b>3,065,148</b>		<b>45,653,933</b>
<b>Componets of cash and cash equivalents at the year end</b>				
Cash on hand		43,247		330,098
With Scheduled Banks				
-On Current account		3,021,901		123,835
-On Deposit account				45,200,000
<b>Cash and Cash Equivalents - Closing Balance</b>		<b>3,065,148</b>		<b>45,653,933</b>
<b>Notes:</b>	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				
<b>For Bagaria &amp; Co.</b>	<b>For and on behalf of the Board of Director</b>			
Chartered Accountants	<b>of Nivedita Mercantile and Financing Limited</b>			
(Firm Registration No. 113447W)				
Sd/-		Manoj Agrawal		Sd/-
<b>N.T. Ranka</b>		Asim Santara		Sd/-
Partner		Hiten Shah		Sd/-
Membership No. 120454		Place : Mumbai		
Place : Mumbai		Date : 30th, May 2012		
Date : 30th, May 2012				

## **Significant Accounting Policies and Notes on Accounts for the year ended 31<sup>st</sup> March, 2012**

### **1. SIGNIFICANT ACCOUNTING POLICIES:**

#### **1.1 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.

#### **1.2 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 recognized in accordance with the requirements of the respective accounting standard.

#### **1.3 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.

#### **1.4 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.

#### **1.4 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 noncurrent Investments. Non Current Investments are carried at cost, less provision for diminution in value other than temporary.

#### **1.6 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.

### **1.7 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.

### **1.8 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.

### **1.9 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.

### **1.10 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.

### **1.11 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.

Note No. 2  
Share capital

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	-	Number of shares	-
<b>(a) Authorised</b>				
Equity shares of ₹ 10/- each with voting rights	35,000,000	350,000,000	3,500,000	35,000,000
<b>Total (a)</b>	35,000,000	350,000,000	3,500,000	35,000,000
<b>(b) Issued</b>				
Equity shares of ₹ 10 each with voting rights	2,900,000	29,000,000	2,500,000	25,000,000
<b>Total (b)</b>	2,900,000	29,000,000	2,500,000	25,000,000
<b>(c) Subscribed and fully paid up</b>				
Equity shares of ₹ 10 each with voting rights	2,900,000	29,000,000	2,500,000	25,000,000
<b>Total (c)</b>	2,900,000	29,000,000	2,500,000	25,000,000
<b>Total</b>	<b>2,900,000</b>	<b>29,000,000</b>	<b>2,500,000</b>	<b>25,000,000</b>

**Monies received against share warrants**

The Company has issued and allotted 10,00,000 Convertible Warrants pursuant to Section 81(1)(a) of the Companies Act, 1956. In accordance of the terms of the issue of the Convertible Warrants, during the year 4,00,000 Warrant Holders exercise the option and pursuant to the same 4,00,000 Equity Shares have been allotted at the Meeting of the Board of Directors held on 13th February 2012.

**Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Add: Fresh issue	Add: Conversion of	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2012				
- Number of shares	2,500,000	-	400,000	2,900,000
Year ended 31 March, 2011				
- Number of shares	245,000	2,255,000	-	2,500,000

**Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
Kamal Khetan	155,400	5.36	124,000	4.96
Manisha Khetan	180,400	6.22	149,000	5.96
Kamal Khetan HUF	155,400	5.36	124,000	4.96
Eskay Infrastructure Development Pvt. Ltd.	160,700	5.54	160,700	6.43
Germane Holdings Pvt. Ltd.	482,000	16.62	365,000	14.60
Glint Infraprojects Pvt. Ltd.	491,000	16.93	365,000	14.60
Buteo Investment Pvt Ltd	-	-	140,000	5.60

Note No. 3  
Reserves and surplus

Particulars	As at 31 March, 2012	As at 31 March, 2011
	-	-
<b>(a) Securities premium account</b>		
Opening balance	121,770,000	-
Add : Premium on shares issued during the year	21,600,000	121,770,000
Less : Utilised during the year for:	-	-
<b>Closing balance</b>	<b>143,370,000</b>	<b>121,770,000</b>
<b>( b) Contingent Provisions against Standard Assets</b>		
Opening balance	492,714	-
Add : Transferred from Profit and loss accounts	1,753,239	492,714
Add : Transferred to Profit and Loss accounts	-	-
<b>Closing balance</b>	<b>2,245,953</b>	<b>492,714</b>

<b>(c) Statutory Reserve Fund</b>		
Opening balance	1,199,781	154,817
Add: Additions / transfers during the year	2,238,763	1,044,964
Less: Utilisations / transfers during the year	-	-
<b>Closing balance</b>	<b>3,438,544</b>	<b>1,199,781</b>
<b>(d) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	17,093,165	13,406,025
Add: Profit / (Loss) for the year	11,193,814	5,224,818
Less: Appropriations		
Statutory Reserve Fund	2,238,763	1,044,964
Contingent provision against standard assets	1,753,239	492,714
<b>Closing balance</b>	<b>24,294,977</b>	<b>17,093,165</b>
<b>Total</b>	<b>173,349,474</b>	<b>140,555,660</b>

**Note No. 4**

**Short-term borrowings**

Particulars	As at 31 March, 2012	As at 31 March, 2011
	\	\
Other loans and advances (Other than Banks)		
Secured	-	-
Unsecured		
From Related parties	-	268,404
From Other than Related parties	1,703,479,681	1,066,735,542
<b>Total</b>	<b>1,703,479,681</b>	<b>1,067,003,946</b>

**Note No. 5**

**Trade payables**

Particulars	As at 31 March, 2012	As at 31 March, 2011
	\	\
Trade payables:		
Acceptances	129,681.00	346,005.00
Other than Acceptances		
<b>Total</b>	<b>129,681.00</b>	<b>346,005.00</b>

**Note No. 6**

**Other current liabilities**

Particulars	As at 31 March, 2012	As at 31 March, 2011
	\	\
Other payables		
Duties & taxes payable	3,496,080	1,627,315
<b>Total</b>	<b>3,496,080</b>	<b>1,627,315</b>

**Note No. 7**

**Short-term provisions**

Particulars	As at 31 March, 2012	As at 31 March, 2011
	\	\
(a) Provision - Others:		
Provision for tax (net of advance tax)	7,689,994	2,312,739
<b>Total</b>	<b>7,689,994</b>	<b>2,312,739</b>

Note No. 8

Non-current investments

Particulars	As at 31 March, 2012			As at 31 March, 2011		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At cost):						
A. Trade						
(a) Equity instruments (45,397 Shares of Eskay Infrastructure Development Pvt Ltd of Rs 10 Each)		453,970	453,970	-	787,320	787,320
Total - Trade (A)	-	453,970	453,970	-	787,320	787,320

Note No. 9

Cash and cash equivalents

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Cash on hand	43,247	330,098
(b) Balances with schedule banks		
- In current accounts	3,021,902	123,836
- In FDR	-	45,200,000
<b>Total</b>	<b>3,065,149</b>	<b>45,653,934</b>

Note No. 10

Short-term loans and advances

Particulars	As at 31 March, 2012	As at 31 March, 2011
(i) Balances with government authorities		
Unsecured, considered good		
- Sales Tax Margin Money	10,983	10,983
(ii) Investment in OCRPS Application Money	1,000,000,000	1,000,000,000
(ii) Other loans and advances		
Secured, considered good	31,960,635	-
Unsecured, considered good		
Related parties	208,956,715	7,155,457
Other than Related parties	657,463,958	189,923,428
Doubtful	-	-
	1,898,392,291	1,197,089,868
Less: Provision for other doubtful loans and advances	-	-
<b>Total</b>	<b>1,898,392,291</b>	<b>1,197,089,868</b>

Note No. 11

Other current assets

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Accruals		
- Interest accrued on deposits	-	1,014
(b) Others		
- Deposit with Bombay Stock Exchange Ltd	6,620	6,620
- TDS Receivable	24,810,335	9,290,364
- Prepaid Expenses	16,545	16,545
<b>Total</b>	<b>24,833,500</b>	<b>9,314,543</b>



Note No. 12

Revenue from operations

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Interest	155,054,043	92,360,869
<b>Total</b>	<b>155,054,043</b>	<b>92,360,869</b>

Note No. 13

Other income

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
a) Dividend income: From current investments - Mutual Fund	62,871	278,370
b) Net gain on sale of: 'Current Investments	-	1,137
c) Other non-operating income (net of expenses directly attributable to such income)	-	14,701
<b>Total</b>	<b>62,871</b>	<b>294,208</b>

Note No. 14

Operating Expenses

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(a) Interest expense on: (i) Borrowings	136,462,564	83,925,104
(ii) Trade payables	-	-
(ii) Others	-	-
<b>Total</b>	<b>136,462,564</b>	<b>83,925,104</b>

Note No. 15

Employee benefits expense

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Salaries and wages	775,591	594,000
Staff welfare expenses	90,483	-
Others	7,500	-
<b>Total</b>	<b>873,574</b>	<b>594,000</b>

Note No. 16

Other expenses

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Travelling and conveyance	112,631	-
Printing and stationery	20,250	14,894
Business promotion	28,225	-
Legal and professional	156,058	370,234
Payments to auditors (Refer Note (i) below)	53,371	52,393
- Bank Charges	6,508	1,027
- Annual, Listing Fees and Other fees	102,757	189,208
- Stamp Duty & Postage	25,600	1,500
- Brokerage and Commission	600,000	-
- Rent, rates and taxes	2,500	15,000
- Other Miscellaneous Expenses	130,888	146,048
<b>Total</b>	<b>1,238,788</b>	<b>790,304</b>

Note (i)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(i) Payments to the auditors comprises		
As auditors	16545	16545
For other services	36826	35848
<b>Total</b>	<b>53371</b>	<b>52393</b>

**Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2012**

17 Other Required Disclosures;

1 **Earnings Per Share**

(Rs.)

Particulars	Year ended 31st March 2011	Year ended 31st March 2010
Net profit for the year attributable to equity shareholders (Rs.)	11,193,814	5,224,818
Weighted Average No. of Equity shares outstanding for Basic Earnings per share	2,551,366	1,217,726
Weighted Average No. of Equity shares outstanding for Diluted Earnings per share	3,500,000	1,256,082
Basic Earnings per share (face valued of Rs 10/-)	4.39	4.29
Diluted Earnings per share (face valued of Rs 10/-each)	3.20	4.16

**2 Related Party Disclosures**

**a) Related Parties**

i) KMP	
Name	Designation
Kamal Kishore Vyas (Upto 28th May 2011)	Director
Manoj Agrawal	Director
Asim Satara	Director
Hiten Shah	Director

ii) Entities in which KMP / relatives of KMP have significant influence
· Sunteck Wealthmax Commodities Pvt Ltd
· Sunteck Wealthmax Capital Pvt Ltd

iii) Other Related Parties
· Eskay Infrastructure Development Pvt Ltd

**b) Transactions with Related Parties**

Particulars	KMP	Entities in which KMP / relatives of KMP have significant influence	(Rs. In lacs)
			Other Related Party
Loan Given (Net)	-	-	1,230.82
		-757	(23.30)
Receipt (Net)	-	116.69	-
		-	-
Interest Received (Net of TDS)	-	138.87	3.97
		(122)	-
Interest Paid (Net of TDS)	-	-	-
		-	(25.99)
Closing Balance	-	786.60	1,232.11
		(858.93)	(2.68)

3. 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.

The Following additional information is disclosed in terms of RBI Circulars: (From Note No 4 to 7 below):

4	Particulars	(Rs. in Lacs)	
		Amount outstanding	Amount overdue
<b>Liabilities side:</b>			
(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			
(e) Commercial Paper			
(f) Other Loans (specify nature)			
<b>Total</b>		17,034.80	-

<b>Assets side :</b>		
(2) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below) :		
(a) Secured	319.61	
(b) Unsecured	8,664.21	-
<b>Total</b>	<b>8,983.81</b>	
(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	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
(4) Break-up of Investments :		
<b>Current Investments:</b>		
<b>1. Quoted</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-

<b>2. Unquoted</b>		
(i) Shares : (a) Equity		-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
<b>Long Term Investments :</b>		
<b>1. Quoted</b>		
(i) Shares : (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)		
<b>2. Unquoted</b>		
(i) Shares : (a) Equity	4.54	
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) OCRPS Application Money	10,000.00	-
<b>Total</b>	<b>10,004.54</b>	<b>-</b>

Category	Secured/ Unsecured	Total
(5) Borrower group-wise classification of assets financed as in (2) and (3) above :		
<b>1. Related parties</b>		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other related parties	1,303	
<b>2. Other than related parties</b>		
	7,681	8,983.81
<b>Total</b>		
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):		
<b>1. Related parties</b>		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
<b>2. Other than related parties</b>		
	10,004.54	-
<b>Total</b>		-
(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		
	-	-
<b>Total</b>	-	-

5. Exposure to real Estate Sector is 77,86,07,160/- ( includes Piramal Sunteck, Sunteck Realty Ltd, Kanaka & Associates, Eskay Infrastructure Pvt. Ltd.)
6. Company has maintained 11.26% as Capital Adequacy Ratio as on 31.03.2012.
7. Pursuant to Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, a Systemically Important NBFC is required to disclose the Maturity Pattern in the Balance Sheet. Pursuant to the said provisions the borrowings by the Company from other body Corporates are payable as and when the demand been made by the Body Corporates and the Loans and advances granted during the year are perpetual and are renewed on the timely basis. Hence it is difficult to arrive at the Maturity Pattern by the Company as per the NBFC Directions.
8. Previous year's figures have been regrouped, rearranged, reclassified to the extent possible.

## 9. 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, 2012 is made in the financial statements based on information received and available with the Company.

10. 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.

**NIVEDITIA MERCANTILE AND FINANCING LIMITED**

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

**ATTENDANCE SLIP**

**27<sup>TH</sup> ANNUAL GENERAL MEETING**

**18.09.2012**

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 **27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY** held at MIG Club, M.I.G Colony, Bandra (East), Mumbai 400051 at 4.00 p.m. on 18.09.2012.

_____	_____
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-----

**NIVEDITIA MERCANTILE AND FINANCING LIMITED**

Registered Office: 5<sup>th</sup> 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 SEVENTH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, September 18, 2012 or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Affix a Rs. 1 Revenue Stamp
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**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.