

**NMFL/BSE/15/16-17****Date: 1<sup>st</sup> October, 2016**

To  
Corporate Relation Department  
BSE Limited  
P. J. Tower, Dalal Street,  
Fort, Mumbai – 400 001

**Scrip Code: 512381****Dear Sirs,**

**Sub: Voting Results of 31<sup>st</sup> Annual General Meeting of the Company under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of Nivedita Mercantile and Financing Limited was held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 a.m. at Sunteck Centre, 37-40 Subhash Road, Vileparle (East), Mumbai-400 057.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing herewith details of voting results of the business transacted at the 31<sup>st</sup> Annual General Meeting in the prescribed format.

Report of Scrutinizer is also enclosed herewith.

Kindly acknowledge the receipt of the same.

Thanking you.

**For Nivedita Mercantile and Financing Ltd.**

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

Annexure:

Date of the Annual General Meeting	29 <sup>th</sup> September, 2016
Total number of sharcholders on record date (Cut off date: 23rd September, 2016)	286
No. of shareholders present in the meeting either in person or through proxy:	18
Promoters and Promoter Group:	15
Public:	3
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group:	
Public:	



Agenda wise disclosure

The mode of voting for all the resolutions were remote e-voting and by Ballot Paper at the Meeting.

Resolution Required: (Ordinary)			Resolution 1-To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2016 together with the Reports of the Board of Directors and Auditors thereon;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)]* 100	[4]	[5]	[6]=[4]/(2)] *100	[7]=[5]/(2)]*1 00
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00

Resolution Required: (Ordinary)			Resolution 2-To declare dividend on Equity shares for the financial year 2015-2016;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)]* 100	[4]	[5]	[6]=[4]/(2)] *100	[7]=[5]/(2)]*1 00
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00





Resolution Required: (Ordinary)			Resolution 3-To appoint a director in place of Mr. Devendra Khandelwal (DIN-07460858), who retires by rotation and being eligible, offers himself for re-appointment;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6071032	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		6,071,032	94.40	6071032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00

Resolution Required: (Ordinary)			Resolution 4-To ratify appointment of M/s. Bagaria & Co. LLP Chartered Accountants (Firm Registration No.113447W/W-100019) as Statutory Auditors of the Company for financial year 2016-2017 and to fix their remuneration;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00



Resolution Required: (Ordinary)			Resolution 5- To appoint Mr. Devendra Khandelwal (DIN-07460858), as a Director of the company;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll							
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00

Resolution Required: (Ordinary)			Resolution 6- To appoint Ms. Mayuri Jain (DIN-07434615), as a Director of the company;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll							
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00





Resolution Required: (Special)			Resolution 7-To re-appoint Mr. Sudarshan Somani (DIN-00137568) as an Independent Director of the company;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll							
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00

Resolution Required: (Special)			Resolution 8-To re-appoint Mr. Asim Kumar Santara (DIN-01659370) as an Independent Director of the company;					
Whether promoter/promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	6,431,032	6,071,032	94.40	6,071,032	-	100.00	0.00
	Poll							
	Total		6,071,032	94.40	6,071,032	-	100.00	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public –Non Institutions	E-Voting	3,479,298	85,247	2.45	85,247	-	100.00	0.00
	Poll		100,100	2.88	100,100	-	100.00	0.00
	Total		185,347	5.33	185,347	-	100.00	0.00
Total		9,910,330	6,256,379	63.13	6,256,379	-	100.00	0.00

For Nivedita Mercantile and Financing Limited

  
 Mayuri Jain  
 Company Secretary



**Veeraraghavan.N**  
Practicing Company Secretary

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

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
31<sup>st</sup> Annual General Meeting of the Equity shareholders of **Nivedita Mercantile & Financing Limited**,  
Held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 a.m. at  
Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057.

Dear Sir,

I, Veeraraghavan. N, a Company Secretary in practice was appointed as Scrutinizer for the purpose of scrutinizing the E-voting Process and Physical Voting by Ballot (Poll) papers at the 31<sup>st</sup> Annual General Meeting (AGM) in fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The E Voting facility was commenced from 9.00 a.m. on Monday, 26<sup>th</sup> September, 2016 to Wednesday, 28<sup>th</sup> September, 2016 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 19<sup>th</sup> August, 2016 who were entitled to vote on the proposed resolutions as mentioned in the Notice of the 31<sup>st</sup> Annual General Meeting of the Company.
3. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the company and the authorizations / proxies lodged with the Company.





5. I did not find any poll papers invalid.

6. The result of the E-Voting/ Ballot (Poll) at Meeting together is as under:

**Item No: 1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2016 together with the Reports of the Board of Directors and Auditors thereon.**

(i) Voted in Favour of the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

(ii) Voted Against the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) Invalid votes:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0





**Item No: 2 - To declare dividend on Equity shares for the financial year 2015-2016;**

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

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

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

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0



Item No: 3 - To appoint a director in place of Mr. Devendra Khandelwal (DIN-07460858), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in Favour of the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

(ii) Voted Against the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) Invalid votes:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0





**Item No: 4 - To ratify appointment of M/s. Bagaria & Co. LLP Chartered Accountants (Firm Registration No.113447W/W-100019) as Statutory Auditors of the Company for financial year 2016-2017 and to fix their remuneration.**

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>
E Voting	0	0
Ballot (Poll) at AGM	0	0



Item No: 5 – To appoint Mr. Devendra Khandelwal (DIN-07460858), as a Director of the company.

(i) Voted in Favour of the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

(ii) Voted Against the Resolution:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

(iii) Invalid votes:

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0





**Item No: 6 – To appoint Ms. Mayuri Jain (DIN-07434615), as a Director of the company.**

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>
E Voting	0	0
Ballot (Poll) at AGM	0	0



**Item No: 7 – To re-appoint Mr. Sudarshan Somani (DIN-00137568) as an Independent Director of the company.**

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

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

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

<b>Voting Process</b>	<b>Number of members present and voting (in present or by proxy)</b>	<b>Number of votes cast by them</b>
E Voting	0	0
Ballot (Poll) at AGM	0	0





**Item No: 8 – To re-appoint Mr. Asim Kumar Santara (DIN-01659370) as an Independent Director of the company.**

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

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	21	6,156,279	100
Ballot (Poll) at AGM	3	100,100	100

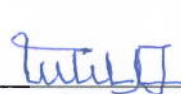
**(ii) Voted Against the Resolution:**

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot (Poll) at AGM	0	0	0.00

**(iii) Invalid votes:**

Voting Process	Number of members present and voting (in present or by proxy)	Number of votes cast by them
E Voting	0	0
Ballot (Poll) at AGM	0	0

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

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



Place: Mumbai

Dated: 30<sup>th</sup> September, 2016