

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the members of Nivedita Mercantile and Financing Limited will be held on Tuesday, September 26, 2017 at 11.30.am at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 a) - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 1 b) - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.

Item No. 2 – Re-Appointment of a Director

To appoint a Director in the place of Ms. Mayuri Jain (DIN: 07434615), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No. 3 - Ratification of Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereof, the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019) be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting, at such remuneration as maybe mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable taxes and reimbursement of out of pocket expenses to be incurred by them in the course of their audit.”

SPECIAL BUSINESS:

Item No. 4 - Appointment of Mr. Gautam Panchal (DIN: 07826634), as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Panchal (DIN:07826634), who was appointed as an Additional Director by the Board of the Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion

of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2022, not liable to retire by rotation.”

**By Order of the Board of Directors
For Nivedita Mercantile and Financing Limited**

Mayuri Jain
Company Secretary
(ACS: 35176)

Regd. Office:

Mumbai: August 10, 2017

5th Floor, Sunteck Centre,
37-40, Subhash Road, Vile Parle (East),
Mumbai 400 057
CIN: L51900MH1985PLC037039
Tel.: 91 22 4287 7800
Fax: 91 22 4287 7890
E-mail: cosec@niveditaindia.com
Website: www.niveditaindia.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item No. 4 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other person or member.
4. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 21, 2017 to Tuesday, September 26, 2017 (both days inclusive) for the purpose of Annual General Meeting.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
10. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the Company to keep the information ready.
11. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent and Demat shareholders may contact their depository participants for nomination.
12. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.niveditaindia.com.
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or Registrar and Transfer Agent for assistance in this regard.
14. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Adroit Corporate Service Pvt. Ltd./Depository Participant(s).
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. ADROIT CORPORATE SERVICES PRIVATE LIMITED (ADROIT) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Adroit Corporate Service Pvt. Ltd.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Adroit Corporate Services Pvt. Ltd.

16. The route map showing directions to reach the venue of the 32nd AGM is annexed.
17. **Voting through electronic means**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, the rules framed there under, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein

below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period begins on Thursday, September 21, 2017 (9.00 a.m.) and ends on Monday, September 25, 2017 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 19, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- V. The Process and manner for e –voting are as under:

A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

- (i) Use the following URL for e-voting: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder – Login
- (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (iv) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting >Active Voting cycles.
- (vii) Select EVEN of Nivedita Mercantile & Financing Limited. Now you are ready for e-voting as ‘Cast Vote’ page opens.
- (viii) Cast your vote by selecting appropriate option and click on ‘Submit’ and also “Confirm” when prompted.
- (ix) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of Members receiving physical copy of the Notice of Annual General Meeting(AGM)(for Members whose e-mail addresses are not registered with the Company/Depositories):

- (i) Members may opt for e-voting, for which USER ID and Initial password are provided on the attendance slip.
- (ii) Please follow steps from Sl. No. (i) to (xi) under heading A above to vote through e-voting platform.

C. Other Instructions

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and User Manual on e-Voting System for Shareholders, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- b. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, September 19, 2017. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- d. The Board of Directors has appointed Mr. Veeraraghavan N. (Membership No. A6911), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- e. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- f. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.niveditaindia.com and on the website of NSDL www.evotingnsdl.com immediately after the result is declared by the chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

**By Order of the Board of Directors
For Nivedita Mercantile and Financing Limited**

Mayuri Jain
Company Secretary
(ACS: 35176)

Mumbai: August 10, 2017

Regd. Office:

5th Floor, Sunteck Centre,
37-40, Subhash Road, Vile Parle (East),
Mumbai 400 057

CIN: L51900MH1985PLC037039

Tel.: 91 22 4287 7800

Fax: 91 22 4287 7890

E-mail: cosec@niveditaindia.com

Website: www.niveditaindia.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business set out in Notice:**Item No. 4**

The Board of Directors (“**Board**”) upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Gautam Panchal as an Additional Director in the capacity of Independent Non-Executive Director of the Company, not liable to retire by rotation, effective June 27, 2017. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Gautam Panchal will hold office up to the date of the ensuing Annual General Meeting (“**AGM**”) and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of Rs.1,00,000/-, proposing the candidature of Mr. Panchal for the office of Director.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, for appointment of Mr. Panchal as an Independent Director of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2022. Mr. Panchal, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Panchal is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and is independent of the Management of the Company.

The profile and specific areas of expertise of Mr. Panchal is as follows:

Mr. Gautam is an advocate by profession, graduated as lawyer from K.C. Law College in 2003 after completing his Bachelors in Commerce Degree from Chetna College in 2000. Mr. Panchal has worked with legal firms like M/s. MAG Legal, M/s. Bilawalla & Co. etc. during his career history. Presently, he is working as a sole proprietor having proprietorship firm named as M/s. Gautam Panchal & Co. (Advocates and Consultants). Mr. Gautam is a bright, talented and ambitious lawyer who possesses a vast wealth of knowledge and has a proven record of providing indispensable advice to clients and delivering positive outcomes for them. Apart from being competent in various laws, he possesses skills in litigation, conveyancing, drafting of legal documents etc. and deals mainly in Intellectual Property Rights.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Panchal, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

ANNEXURE TO THE NOTICE**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting**

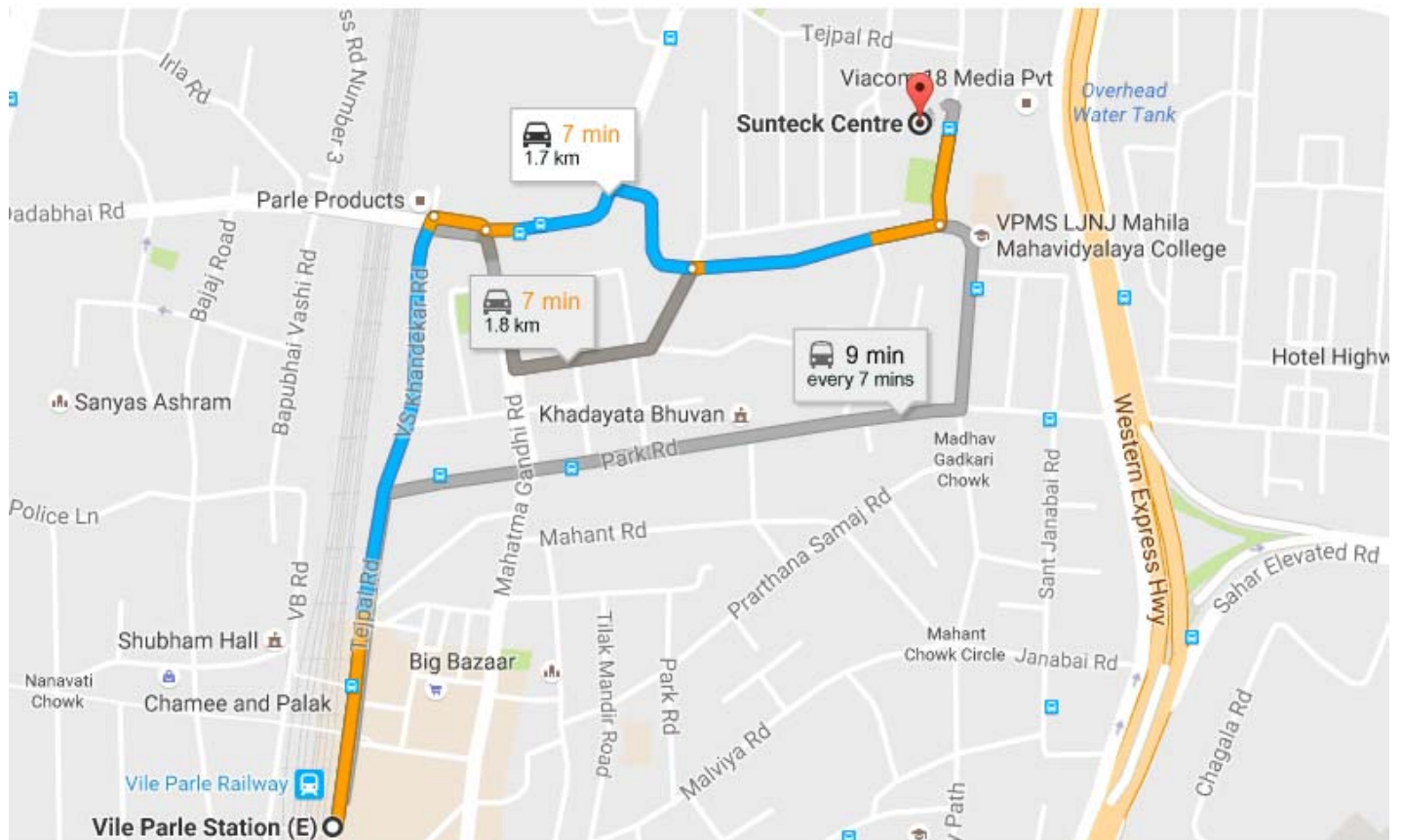
[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of Director & DIN	Mr. Gautam Panchal (DIN: 07826634)	Ms. Mayuri Jain (DIN: 07434615)
Date of Birth	5 th June, 1980	5 th February, 1988
Date of Appointment on the Board	27 th June, 2017	12 th February, 2016
Qualifications	Degree in law and a Bachelor's Degree in Commerce	Bachelor of Commerce (B.Com) and Company Secretary
Expertise	Expertise in law	Accounts, Taxation, and Secretarial Compliances
Directorship in other Public Limited Companies as on March 31, 2017	NIL	1 (Chitta Finlease Private Limited)
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	NIL	NIL
No. of Shares held in the Company as on March 31, 2017	NIL	NIL
Relationship between Directors Inter-se	There is no inter se relationship between the Board of Directors of the Company.	There is no inter se relationship between the Board of Directors of the Company.

ROUTE MAP TO THE AGM VENUE

VENUE: Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057.

Location Map of the AGM Venue: SUNTECK CENTRE



NIVEDITA MERCANTILE & FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039
Tel No.: 022-42877800, Fax No: 022-42877890, Email: cosec@niveditaindia.com website: www.niveditaindia.com

**32nd ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DP ID*	CLIENT ID*	FOLIO NO.	NO.OF SHARE (S)

*Applicable for members who are holding shares in dematerialized form.

I /We hereby record my presence at the **32ND ANNUAL GENERAL MEETING** of the Company being held on Tuesday, September 26, 2017, at 11.30 a.m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057.

Name of the member

Signature of the Shareholder

Name of the proxy

Signature of the Proxy

Notes:

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/ Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

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

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 17 of the Notice of the 32nd Annual General Meeting carefully before voting electronically.

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NIVEDITA MERCANTILE & FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039
 Tel No.: 022-42877800, Fax No: 022-42877890, Email: cosec@niveditaindia.com website: www.niveditaindia.com

32ND ANNUAL GENERAL MEETING

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / DP ID and Client ID	

I/we, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him/her

2. Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him/her

3. Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting, to be held on Tuesday, September 26, 2017 at 11.30 a.m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.		
3.	To appoint a Director in the place of Ms. Mayuri Jain (DIN: 07434615), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.		
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 2017-2018 and to fix their remuneration.		
Special Business			
5.	To appoint Mr. Gautam Panchal (DIN-07826634), as an Independent Director of the Company.		

Signed this _____ day of _____ 2017.

Affix Rs.
1
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. * This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.