

# NIDHI MERCANTILES LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.  
CIN NO: L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-28227865. Email id: nml.mumbai@gmail.com

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

To,  
The Secretary  
The Calcutta Stock Exchange Ltd.  
07, Lyons Range, Kolkata- 700001  
Scrip Code: 24132

Dear Sir,

## Sub: Summary of proceedings of 30<sup>th</sup> Annual General Meeting

In terms of Regulation 30 Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the summary of proceedings of the 30<sup>th</sup> Annual General Meeting of the Company held on Friday, September 30<sup>th</sup> 2016 at 01:00 p.m. at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai - 400059. The Annual General Meeting concluded at 01:30 p.m.

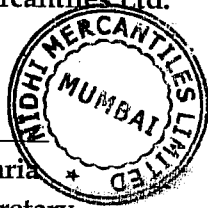
Kindly take the above on record.

Thanking you,

Yours faithfully,

For and on behalf of Board of Directors  
For Nidhi Mercantiles Ltd.

*Rs Vakharia*



Riddhi Vakharia  
Company Secretary  
Mem No: A37660

Encl.: as above

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Ref. No. /NML

Date:

## SUMMARY OF PROCEEDING OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

The 30<sup>th</sup> Annual General Meeting (AGM) of the members of the M/s. Nidhi Mercantiles Limited held on Friday, 30<sup>th</sup> September, 2016 at 01:00 p.m. at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai (M.H.) - 400059.

Mr. Ladhu Lal Soni, Chaired the Meeting. As the requisite quorum in compliance with the Companies Act, 2013 was present, the Chairperson commenced the proceedings of the Meeting. The Chairperson welcomed the members to the 30<sup>th</sup> AGM of the Company and called the meeting to order. Thereafter, she introduced all the Directors, Company Secretary and the representative of the Auditors sitting on the dais. The Chairperson then delivered her speech.

The Members were informed that the Company had provided the facility of Remote e-voting to the Members through platform of CDSL in respect of all the items to be transacted at this AGM. The e-voting period commenced on 27<sup>th</sup> September, 2016 at 9:00 a.m. and ended on 29<sup>th</sup> September, 2016 at 5:00 p.m. In Remote e-voting, the shareholders have voting rights in proportion to their shares in the Paid-up Equity Capital and to maintain parity, Poll is called on all the Resolutions, instead of show of hands. Members, who have already voted through Remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in the meeting and the vote cast by him/her through Remote e-voting shall be treated as final.

M/s. R. Mahadeshwar & Co., Practicing Company Secretary is appointed as Scrutinizer to conduct the Poll Process in a fair and transparent manner and report on the results of the Poll. The Consolidated results of the Remote e-voting and Poll will be declared within 48 hours of the AGM. The Results will be filed with the Stock Exchange and also uploaded on the website of the Company. In the usual course, the Members are requested to propose and second the Resolutions before the Poll is taken on all the Resolutions.

The following items of business as per the Notice of AGM dated 3<sup>rd</sup> September, 2016 were transacted at the meeting:

### ORDINARY BUSINESS:

1. Adoption of the Audited Financial statements of the company for the Financial Year ended 31<sup>st</sup> March, 2016 including the audited Balance Sheet as at 31<sup>st</sup> March, 2016, the statement of Profit and Loss & Cash Flow statement for the year ended on that date together with the reports of the Directors and Auditor's thereon.
2. Appointment of Mr. Ladhu Lal Soni (DIN: 00131787) who retire by rotation and being eligible offered herself for re-appointment.
3. Ratification of appointment of statutory Auditors, M/s. K K Khadaria & Co., Chartered Accountants, Mumbai (having FRN: 105013W) from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> AGM.



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Date:

## SPECIAL BUSINESS:

4. Approval for Related Party Transactions under Section 188 of the Companies Act, 2013 for Purchase/ Sale of goods and providing Services etc, on such terms and conditions as may be agreed by the board with M/s. Sangam Lifespaces Ltd. for an aggregate Value upto Rs. 200 Lakh on such terms and conditions as may be agreed by the Board.

The Chairperson invited comments and questions from the Members. The queries raised by the Members were answered by the Chairperson. The Chairperson briefed the Members regarding the results of the first quarter of the FY 2016-17 and the future business plans of the Company.

Voting was conducted by Poll on all the Resolutions as set out in the Notice dated 03<sup>rd</sup> September, 2016.

After completion of the Poll, the meeting concluded at 01:30 p.m. with a vote of thanks to the Chair.

Thanking you,  
Yours faithfully,

For and on behalf of Board of Directors  
For Nidhi Mercantiles Ltd

*Riddhi Vakharia*



Riddhi Vakharia  
Company Secretary  
Mem No: A37660

Date: 30<sup>th</sup> September, 2016  
Place: Mumbai

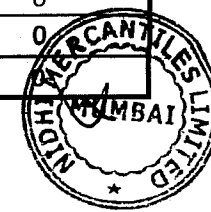
## Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	30th September, 2016
Total number of shareholders on record date:	156
No. of shareholders present in the meeting either in person or through proxy:	10
Promoters and Promoter Group:	5
Public:	5
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	Ordinary Resolution No.1: Adoption of Audited Financial statement for the year ended 31st March, 2016 and reports of the Board of Directors and Auditors thereon.
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	353000	178000	50.42	178000	0	100	0
	Poll		115000	32.58	115000	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		293000	83.00	293000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	903091	118000	13.07	118000	0	100	0
	Poll		173000	19.16	173000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		291000	32.22	291000	0	100	0
Total		1256091	584000	46.49	584000	0	100	



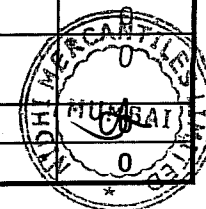
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Date of the AGM/EGM	30th September, 2016
Total number of shareholders on record date:	156
No. of shareholders present in the meeting either in person or through proxy:	10
Promoters and Promoter Group:	5
Public:	5
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	Ordinary Resolution No.2: Appointment of Director in place of Mr. Ladhu Lal Soni, (DIN: 00131787) who retires by rotation and being eligible, offers himself for re-appointment.
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Whether promoter/ promoter group are interested in the agenda/resolution?	Yes
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	353000	178000	50.42	178000	0	100	0
	Poll		115000	32.58	115000	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		353000	293000	83.00	293000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	903091	118000	13.07	118000	0	100	0
	Poll		173000	19.16	173000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		903091	291000	32.22	291000	0	100
Total		1256091	584000	46.49	584000	0	100	0

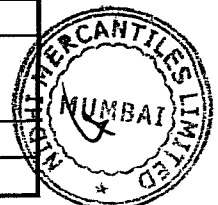


Date of the AGM/EGM	30th September, 2016
Total number of shareholders on record date:	156
No. of shareholders present in the meeting either in person or through proxy:	10
Promoters and Promoter Group:	5
Public:	5
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	Ordinary Resolution No.3: Ratification of re-appointmnet of M/s K K Khadaria & Co., Chartered Accountants, Mumbai (having FRN: 105013W) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.
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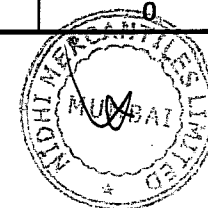
Whether promoter/ promoter group are interested in the agenda/resolution?	No
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	353000	178000	50.42	178000	0	100	0
	Poll		115000	32.58	115000	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		353000	293000	83.00	293000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	903091	118000	13.07	118000	0	100	0
	Poll		173000	19.16	173000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		903091	291000	32.22	291000	0	100
Total		1256091	584000	46.49	584000	0	100	0



## Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM		30th September, 2016						
Total number of shareholders on record date:		156						
No. of shareholders present in the meeting either in person or through proxy:		10						
Promoters and Promoter Group:		5						
Public:		5						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		0						
Public:		0						
Resolution required: (Ordinary/ Special)		Ordinary Resolution No.4: Approval of Related Party Transactions under section 188 of Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, (Voting by interested person is excluded)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	353000	178000	50.42	178000	0	100	0
	Poll		60000	17.00	60000	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		238000	67.42	238000	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	903091	118000	13.07	118000	0	100	0
	Poll		173000	19.16	173000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		291000	32.22	291000	0	100	0
Total		1256091	529000	42.11	529000	0	100	0



**FORM No. MGT-13**

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairperson,  
M/s Nidhi Mercantiles Limited,  
B/306-309, Dynasty Business Park,  
Opp. Sangam Cinema, A.K. Road,  
Andheri (E), Mumbai - 400059

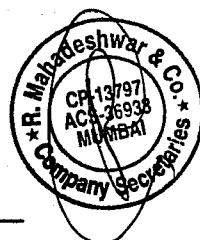
**Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote e-voting process and on voting by polling paper at 30<sup>th</sup> Annual General Meeting (AGM) of the Members of Nidhi Mercantile Limited (the Company) held on Friday, 30<sup>th</sup> September, 2016.**

Dear Sir,

We, M/s. R. Mahadeshwar & Co., Company Secretaries represented by CS Rupesh Mahadeshwar, Proprietor have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015 including any amended thereof and voting through poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of resolution contained in the Notice of 30<sup>th</sup> AGM of Equity Shareholders of M/s Nidhi Mercantiles Limited held on Friday, 30<sup>th</sup> September, 2016 at 01:00 P.M. at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A.K. Road, Andheri (E), Mumbai - 400059.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by poll at the venue of the AGM on the Resolutions contained in the Notice of the 30<sup>th</sup> AGM of the members of the Company. Our Responsibility as a Scrutinizer for the Remote e-voting process and for the poll at the 30<sup>th</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated electronically for voting by Poll at the venue of AGM.

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After the time fixed for closing of Poll by the chairperson, Ballot Box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And Ballot papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote E-voting and Poll Process is as under:

**ITEM NO 1: ORDINARY RESOLUTION:**

Adoption of Audited Financial Statement of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Mode of Voting	Total Valid Votes	Votes in favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of Ballot/ E-voting Entry	Nos.	% of total valid	No. of Ballot/E-voting Entry	Nos.	% of total valid	
E-voting	296000	5	296000	50.68	0	0	0	0
Poll/Ballot Voting	288000	5	288000	49.32	0	0	0	0
<b>Total</b>	<b>584000</b>	<b>10</b>	<b>584000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**ITEM NO 2: ORDINARY RESOLUTION:**

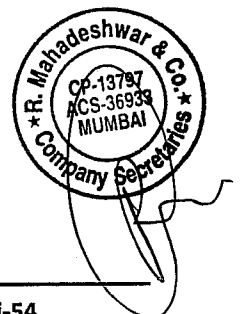
Re-appointment of Director in place of Mr. Ladhu Lal Soni (DIN: 00131787) who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting	Total Valid Votes	Votes in favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of Ballot/E-voting Entry	Nos.	% of total valid	No. of Ballot/E-voting Entry	Nos.	% of total valid	
Evoting	296000	5	296000	50.68	0	0	0	0
Poll/Ballot Voting	288000	5	288000	49.32	0	0	0	0
<b>Total</b>	<b>584000</b>	<b>10</b>	<b>584000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**ITEM NO 3: ORDINARY RESOLUTION:**

Re-appointment of M/s. K K Khadaria & Co., Chartered Accountants as Auditors of the Company and to fix their remuneration.

Mode of Voting	Total Valid Votes	Votes in favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of Ballot/E-voting Entry	Nos.	% of total valid	No. of Ballot/E-voting Entry	Nos.	% of total valid	
Evoting	296000	5	296000	50.68	0	0	0	0
Poll/Ballot Voting	288000	5	288000	49.32	0	0	0	0
<b>Total</b>	<b>584000</b>	<b>10</b>	<b>584000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**ITEM NO 4: ORDINARY RESOLUTION:**

Approval of Related party Transaction under section 188 of the Companies Act, 2013.

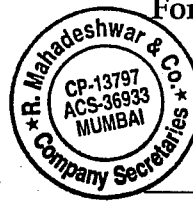
Mode of Voting	Total Valid Votes	Votes in favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of Ballot/E-voting Entry	Nos.	% of total valid	No. of Ballot/E-voting Entry	Nos.	% of total valid	Nos.
Evoting	296000	5	296000	55.95	0	0	0	0
Poll/Ballot Voting	233000	4	233000	44.05	0	0	0	0
<b>Total</b>	<b>529000</b>	<b>9</b>	<b>529000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note: Voting by related party member is excluded.**

1. Based on the foregoing, the resolution no (s) 1 to 4 shall be deemed to have been passed with requisite majority.
2. All the relevant records relating to the E-voting and Ballot Paper is under my safe custody and it will be handed over to the Chairperson for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,



For R. Mahadeshwar & Co.  
Company Secretaries

[CS Rupesh Mahadeshwar]

Partner

ACS: 36933, COP: 13797

Place: Mumbai

Date : 01<sup>st</sup> October, 2016

**COUNTERSIGNED BY:**



Ladhu Lal Soni

Chairman

M/s Nidhi Mercantiles Limited

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