

| <b>General information about company</b> |   |
|--|---|
| Scrip code                               | 512381                                    |
| Name of the entity                       | Nivedita Mercantile and Financing Limited |
| Date of start of financial year          | 01-04-2017                                |
| Date of end of financial year            | 31-03-2018                                |
| Reporting Quarter                        | Half Yearly                               |
| Date of Report                           | 30-09-2017                                |
| Risk management committee                | Not Applicable                            |

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|--|--|-------|
| 1  | Mr              | Devendra Khandelwal  | AENPK7792N | 07460858 | Non-Executive - Non Independent Director | Not Applicable          |                         | 12-02-2016                              |                   |                                | 1  | 1  | 1  |       |
| 2  | Mr              | Sudarshan Somani     | AAEPS1227M | 00137568 | Non-Executive - Independent Director     | Not Applicable          |                         | 29-09-2016                              |                   | 60                             | 1  | 1  | 1  |       |
| 3  | Mr              | Gautam Panchal       | AMTPP8809P | 07826634 | Non-Executive - Independent Director     | Not Applicable          |                         | 27-06-2017                              |                   | 60                             | 2  | 4  | 0  |       |
| 4  | Ms              | Mayuri Jain          | AJDPJ8279N | 07434615 | Non-Executive - Non Independent Director | Not Applicable          |                         | 12-02-2016                              |                   |                                | 1  | 0  | 0  |       |

| <b>Annexure 1</b>  |                                       |                           |  |                         |                         |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| <b>II. Composition of Committees</b>   |                                       |                           |  |                         |                         |
| Disclosure of notes on composition of committees explanatory                 |                                       |                           |  |                         |                         |
| Is there any change in information of committees compare to previous quarter |                                       |                           |  |                         | Yes                     |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Mr. Sudarshan Somani      | Non-Executive - Independent Director     | Chairperson             |                         |
| 2  | Audit Committee                       | Mr. Gautam Panchal        | Non-Executive - Independent Director     | Member                  |                         |
| 3  | Audit Committee                       | Mr. Devendra Khandelwal   | Non-Executive - Non Independent Director | Member                  |                         |
| 4  | Stakeholders Relationship Committee   | Mr. Devendra Khandelwal   | Non-Executive - Non Independent Director | Chairperson             |                         |
| 5  | Stakeholders Relationship Committee   | Mr. Sudarshan Somani      | Non-Executive - Independent Director     | Member                  |                         |
| 6  | Stakeholders Relationship Committee   | Mr. Gautam Panchal        | Non-Executive - Independent Director     | Member                  |                         |
| 7  | Nomination and remuneration committee | Mr. Sudarshan Somani      | Non-Executive - Independent Director     | Chairperson             |                         |
| 8  | Nomination and remuneration committee | Mr. Gautam Panchal        | Non-Executive - Independent Director     | Member                  |                         |
| 9  | Nomination and remuneration committee | Mr. Devendra Khandelwal   | Non-Executive - Non Independent Director | Member                  |                         |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
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| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 26-05-2017  |  |   |
| 2  |   | 10-08-2017   | 75  |

| Annexure 1   |                   |   |  |                                     |   |  |                         |
|--|-------------------|---|--|-------------------------------------|---|--|-------------------------|
| IV. Meeting of Committees                                |                   |   |  |                                     |   |  |                         |
| Disclosure of notes on meeting of committees explanatory |                   |   |  |                                     |   |  |                         |
| Sr   | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee   | 09-08-2017  | Yes  |                                     | 26-05-2017  | 74   |                         |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | NA                               |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |  |

| <b>Annexure 1</b>       |  |                               |
|-------------------------|--|-------------------------------|
| <b>VI. Affirmations</b> |  |                               |
| Sr                      | Subject  | Compliance status<br>(Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                           |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                            |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7                       | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                           |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |

| <b>Annexure III</b>   |  |                                      |                               |  |
|---|--|--------------------------------------|-------------------------------|--|
| <b>Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year</b> |  |                                      |                               |  |
| <b>I. Affirmations</b>  |  |                                      |                               |  |
| Sr  | Broad heading  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1   | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |  |
| 2   | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |  |
| 3   | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |  |
| 4   | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |



| <b>Signatory Details</b> |                   |
|--------------------------|-------------------|
| Name of signatory        | Mayuri Jain       |
| Designation of person    | Company Secretary |
| Place                    | Mumbai            |
| Date                     | 09-10-2017        |

