

NMFL/BSE/21./13-14

Date: 9th April, 2015

To,
BSE Limited
Corporate Relation Department,
P. J. Tower, Dalal Street,
Mumbai – 400001

Ref: Script Code: 512381

Sub: Outcome of the result of Postal Ballot/E-voting

We wish to inform you that, the Postal Ballot Notice dated 12th February, 2015 along with the Postal Ballot Form was sent to the Members of the Company seeking their approval for the business listed therein, by postal ballot/ E-voting pursuant to Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014.

Mr. Veeraraghavan N., Practicing Company Secretary, appointed as the Scrutinizer by the Board of Directors has submitted his report dated 9th April, 2015, on the Postal Ballot forms and E-voting received from the Members. Based on the said report, the Chairman has declared the result on 9th April, 2015.

Disclosure of Postal Ballots/ E-voting Result as per Clause 35A of the Listing Agreement is as following:

Date of Declaration of Postal Ballot/ E-voting Results: 9th April, 2015

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: N/A

Public: N/A

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: N/A

Public: N/A



cosec@niveditaindia.com

(Agenda-wise)

Details of the Agenda 1: Increase in Authorized Share Capital of the Company pursuant to Section 13 and Section 61 read with the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, of the Companies Act, 1956 and/or the Companies Act 2013.

Resolution required: Special

Mode of voting: Postal Ballot/ E-voting

In case of Postal Ballot/ E-voting:

Promoter/ Public	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	6431032	6071032	94.40	6071032	0	100	0
Public- Institutional Holders (FII)	0	00	0	0	0	0	0
Public- Others	3479298	100	0.002	100	0	100	0
Total	9910330	6071132	94.40	6071132	0	100	0.00

Details of the Agenda 2: Adoption of new set of Articles of Association of the Company pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014

Resolution required: Special

Mode of voting: Postal Ballot/ E-voting



cosec@nivedita.com

In case of Postal Ballot/ E-voting:

Promoter/ Public	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	6431032	6071032	94.40	6071032	0	100	0
Public- Institutional Holders (FII)	0	00	0	0	0	0	0
Public- Others	3479298	100	0.002	100	0	100	0
Total	9910330	6071132	94.40	6071132	0	100	0.00

Kindly take the same on records and acknowledge the receipt of the same.

Thanking you.

For Nivedita Mercantile & Financing Limited



Director



FORM NO. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Nivedita Mercantile & Financing Limited
5th Floor, Sunteck Centre,
37-40, Subhash Road,
Vile Parle (East), Mumbai-400059

Sub: Report on the Postal Ballot / E-voting Process for Resolutions to approve:

- (i) Increase in Authorized Share Capital of the Company and
(ii) Adoption of new set of Articles of Association of the Company**

Sir,

I, Veeraraghavan. N, a Company Secretary in practice having office at B – 7 & 8 Ground Floor, Satyam Complex, M. G. Road, Ghatkopar (East), Mumbai – 400077 was appointed as Scrutinizer by Nivedita Mercantile & Financing Limited vide letter dated 12th February, 2015 for conducting the Postal Ballot/ E-voting Process in connection with below mentioned resolutions, hereby submit my Report as under:

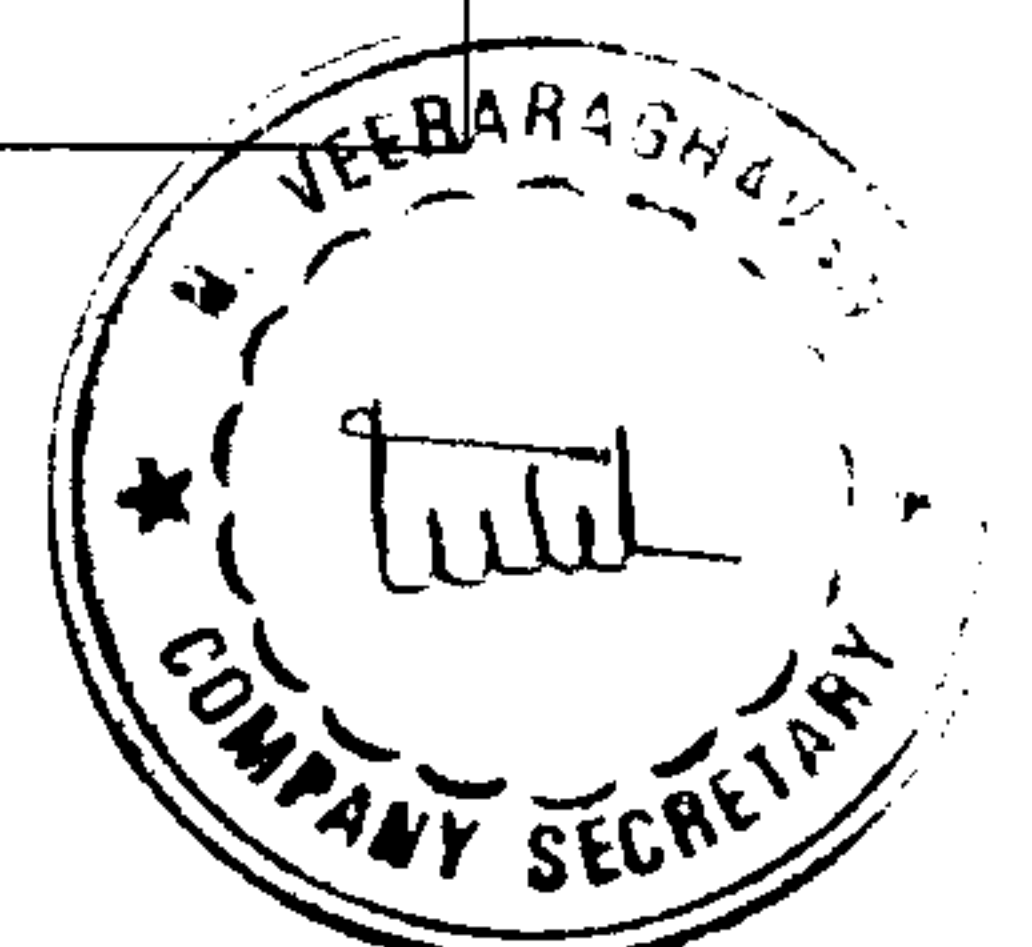
1. The Company has completed the dispatch of Notice along with the Postal Ballot form on 5th March, 2015 to the members, whose names appeared on the Register of Members as on 27th February, 2015.
2. Particulars of all the Postal Ballot forms received from the shareholders and the votes cast by electronic mode have been entered in a register separately maintained for this purpose.
3. No Ballot forms received from the shareholders by Post.
4. The result of the E-voting Process is as under:

Item No. 1

(a) Increase in Authorized Share Capital of the Company - Special Resolution

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	6071132	100



(ii) Voted Against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
00	00	0.00

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
Nil	Nil

Result: The resolution was passed with requisite majority.

(b) Item No. 2

Adoption of new set of Articles of Association of the Company - Special Resolution

(i) Voted in Favour of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	6071132	100

(ii) Voted Against the Resolution:

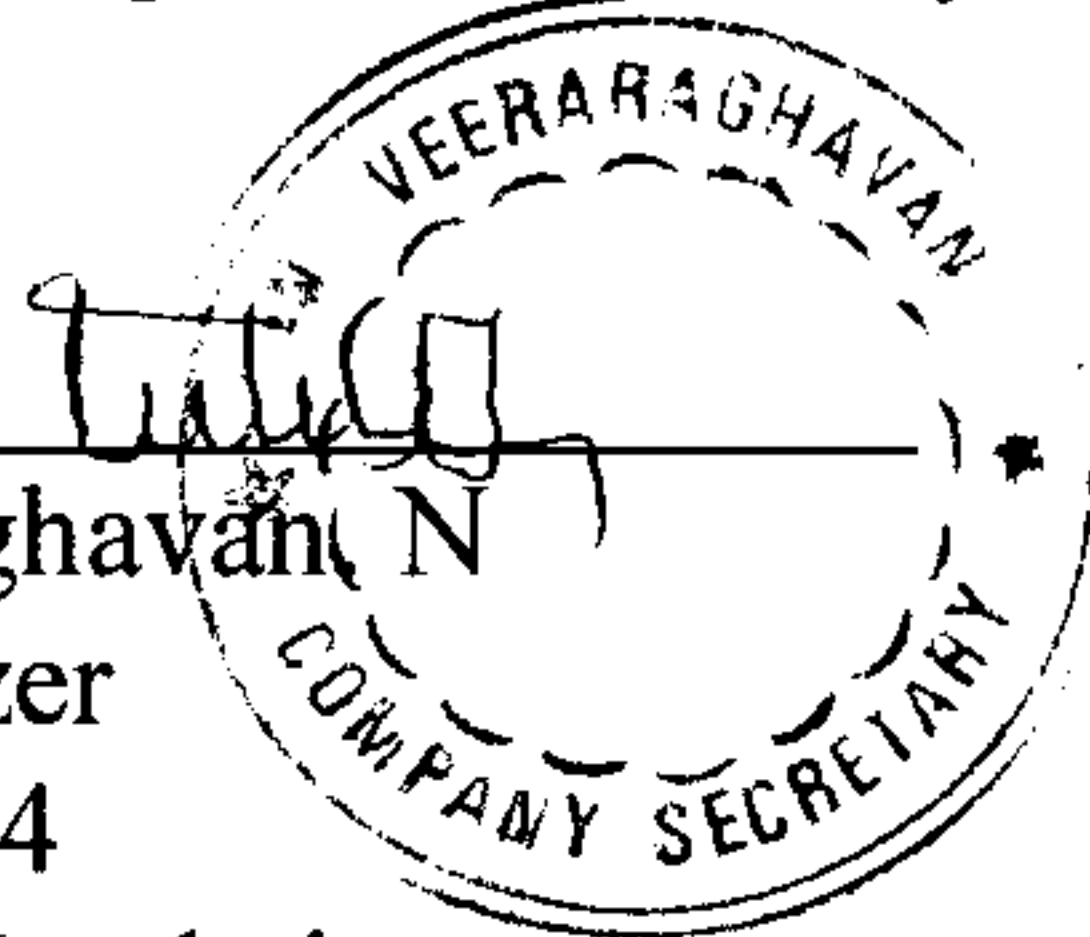
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
00	00	0.00

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
Nil	Nil

Result: The resolution was passed with requisite majority.

You are requested to kindly declare the said results to the shareholders of the Company.


Veeraraghavan N
Scrutinizer
C.P. 4334

Place: Mumbai

Dated: 9th April, 2015