



**NIVEDITA**

**MERCANTILE AND FINANCING LIMITED**

**NINETEENTH ANNUAL REPORT 2003-2004**

**DIRECTORS :**

**Shri S. K. Deshpande  
Shri Anil Agrawal  
Shri Monal Malji**

**AUDITORS :**

**M/s Bankim V. Shah,  
Chartered Accountants  
Mumbai**

**BANKERS :**

**Bank of Maharashtra  
UTI Bank Ltd.**

**REGISTERED OFFICE :**

**Imambada Road,  
Nagpur - 440 018.**

---

**NIVEDITA MERCANTILE & FINANCING LIMITED**

---

**NOTICE TO MEMBERS**

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Members of **NIVEDITA MERCANTILE AND FINANCING LIMITED** will be held on Thursday, the 30th September, 2004 at 5.00 P.M. at the Registered Office at Imambada Road, Nagpur - 440 018 to transact the following business:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2004, and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Shri Monal Malji, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

**Registered office:**  
Imambada Road,  
Nagpur - 440 018.

**By order of the Board**

S. K. Despande  
**DIRECTOR**

Dated : 24.08.2004

---

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. THE REGISTER OF MEMBERS OF THE COMPANY SHALL REMAIN CLOSED ON 30.09.2004.

**NIVEDITA MERCANTILE & FINANCING LIMITED****DIRECTORS' REPORT**

The Directors present their Nineteenth Annual Report and Audited Statement of Accounts for the year ended 31st March, 2004.

**FINANCIAL RESULTS:**

The accounts for the year under review reflect a profit of Rs. 7,26,856. The Directors propose to appropriate the same as under:

Profit for the year		Rs. 7,26,856
Add : Balance brought forward	Rs. 18,32,623	
Excess Provision of Income Tax	Rs. 9,238	Rs. 18,41,861
		<u>Rs. 25,68,717</u>
Less : Provision for		
Current Tax	Rs. 2,35,600	
Deffered Tax	Rs. 1,81,490	Rs. 4,17,090
Balance carried to Balance Sheet		<u>Rs. 21,51,627</u>

**WORKING :**

During the year under review the working of the Company was satisfactory upto certain extent. The Board of Directors are trying their best to further improve the performance of the Company and are hopeful of better working results in the coming year.

**DIVIDEND :**

Directors regret their inability to recommend any dividend for the year under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Your Directors are of the opinion that particulars with respect to conservation of energy and technology absorption as per Section 217(1)(e) read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 are not relevant in view of the nature of business activities of the Company and hence are not required to be given. There has been no foreign exchange earnings or outgo during the year under review.

**DIRECTORS RESPONSIBILITY STATEMENT :**

The Directors confirm that :

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The accounting policies have been consistently applied and reasonable and prudent judgement and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2004 and the Profit and Loss Account of the Company for the period.
- Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 has been taken for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.

**SECRETARIAL COMPLIANCE CERTIFICATE**

M/s. V. Ramachandran, Company Secretaries, Nagpur has issued a Secretarial Compliance Certificate in terms of Proviso of Sub-Section (1) of Section 383(A) of the Companies Act, 1956. The same has been received and attached to the Board Report.

**AUDITORS REPORT**

As regards observation in para 2(f) of Auditors Report, the Directors state that note no.1 of Schedule 8 is self-explanatory.

**PARTICULARS OF EMPLOYEES**

There is no employee in respect of whom particulars pursuant to Section 217(2A) of the Companies Act, 1956 are required to be given.

**DIRECTORS**

Shri Monal Malji, retires by rotation and being eligible, offers himself for re-appointment.

**PUBLIC DEPOSITS :**

During the period under review, the Company has not accepted any public deposits under Section 58A of the Companies Act, 1956.

**LISTING OF SHARES**

The Equity Shares of the Company are listed on Stock Exchanges at Mumbai and Indore (Madhya Pradesh). Moreover, the annual listing fees of these exchanges for the financial year 2004-2005 has been paid by the Company.

**AUDITORS**

M/s Bankim V. Shah, Chartered Accountants, Mumbai auditors of the Company retire at the conclusion of the ensuing meeting and are eligible for re-appointment.

**ACKNOWLEDGEMENT**

The Directors are grateful to the Bankers for their continued co-operation and assistance during the year.

The Directors express their thanks for the sincere & dedicated efforts put in by all the employees during the year.

For and on behalf of the Board

Place : NAGPUR  
Dated : 24.08.2004

S. K. DESHPANDE  
DIRECTOR

MONAL MALJI  
DIRECTOR

---

**NIVEDITA MERCANTILE & FINANCING LIMITED**

---

**SECRETARIAL COMPLIANCE CERTIFICATE TO THE MEMBERS**

I have examined the registers, records, books and papers of NIVEDITA MERCANTILE AND FINANCING LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2004 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and return as stated in Annexure "B" to this certificate, with the Register of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being a public limited company comments are not required.
4. The Board of Directors duly met five times respectively on 30th April, 2003, 31st July, 2003, 14th August, 2003, 30th October, 2003 and 30th January, 2004, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and / or Debenture holders on 30.09.2003 and necessary compliance of Section 154 of the act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2003 was held on 30th September 2003 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extraordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview Section 297 of the Act.

---

**NIVEDITA MERCANTILE & FINANCING LIMITED**

---

10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Member or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company :
  - (i) has not made any allotment / transfer / transmission of securities during the financial year.
  - (ii) has not required to deposited any amount in a sepearte Bank Account as no dividend was declared during the financial year.
  - (iii) was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
  - (iv) was not required to transfer any amount to investor education and protection fund as there were no outstanding balances in unpaid dividend account or application money due for refund or matured deposits or matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
  - (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancies during the financial year.
15. The Company has not appointed any Managing Director / Whole-Time Director / Manger during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director and / or such other authorities as prescribed under the various provisions of the Act, during the financial year.