



NIVEDITA

MERCANTILE & FINANCING LIMITED

24th ANNUAL REPORT 2008-2009

NIVEDITA MERCANTILE AND FINANCING LIMITED

NIVEDITA MERCANTILE AND FINANCING LIMITED

BOARD OF DIRECTORS	:	Shri Lav Bajaj Shri Monal Malji Shri Dilip Dhariwal
AUDITORS	:	Bankim V. Shah Chartered Accountants, Mumbai
BANKERS	:	Bank of Maharashtra Axis Bank Ltd.,
R & T AGENT	:	M/s Adroit Corporate Services Private Limited 1 st Floor, 19/20, Jaferbhoy Industrial Estate Makwana Road, Marol Naka <u>Mumbai- 400 059</u>
REGISTERED OFFICE	:	Imambada Road, <u>NAGPUR 440 018</u>

NIVEDITA MERCANTILE & FINANCING LIMITED

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of the Members of Nivedita Mercantile & Financing Limited will be held on Wednesday, the 30th September, 2009 at 10.30 A.M. at the Registered Office at Imambada Road, Nagpur - 440 018, to transact the following business:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2009, 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.

Special Business :

To consider and if thought fit, to pass with or without modification(s), the following resolution (s) :

3. **"RESOLVED THAT** Shri Dilip Dhariwal who was appointed on 31.12.2008 as a Director appointed in Casual Vacancy in terms of Section 262 of the Companies Act, 1956 be and hereby appointed as an Independent Director of the Company."
4. Appointment of M/s Bagaria & Co. Chartered Accountants as a Statutory Auditors of the Company :

"RESOLVED THAT, pursuant to Section 224 of the Companies Act, 1956, M/s Bagaria & Co., Chartered Accountants 101, "Tripta Sadan", Shantawadi, J.P. Road, Andheri West, Mumbai-400058 be and hereby appointed as Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s Bankim Shah & Co., Chartered Accountants, Sailor Building, 1st Floor, 373 Dr. D.N. Road, Fort Mumbai-440001, present Statutory Auditors of the company, to hold the office from the date of this annual general meeting until the conclusion of next annual general meeting of the company on a remuneration as may be decided by the Board of Directors."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things and to execute all such documents, forms and writings as it may consider necessary, for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD

Registered Office :
Imambada Road,
NAGPUR - 440 018.
Dated : 04.09.2009

LAV BAJAJ
DIRECTOR

NOTES

1. Relevant Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolution set under Item No.4 is appended below.
 2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER.**
 3. The Register of Members of the Company will remain closed on 30th September, 2009
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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956

ITEM NO. 4:

The Company had appointed M/S Bankim Shah & Co. as Statutory Auditor of the company for the financial year 2008-09 in Annual General meeting held on 30th September, 2008 which was duly accepted. However the Company had received letter. from M/s Bankim Shah & Co, Chartered Accountants, Mumbai tendering their resignation as a statutory auditor of the Company.

Proviso to the Section 224(6)(a) of the Companies Act, 1956, lays down that where vacancy in the office of an auditor is caused by the resignation of the existing auditor, the vacancy shall be filled only by the company in general meeting. Hence this resolution for approval by the members

M/s Bagarai & Co. has offered themselves to act as Statutory Auditors and furnished necessary certificates, under Section 224 (IB) of the Companies Act, of their eligibility for their appointment. Members are requested to consider their appointment.

The letter of resignation of M/s Bankim Shah & Co Chartered Accountants, may be inspected at the registered office of the company during the business hours on any working day. None of the directors is interested or concerned in the proposed resolution.

BY ORDER OF THE BOARD

LAV BAJAJ

DIRECTOR

REGISTERED OFFICE :

**IMAMBADA ROAD
NAGPUR – 440018**

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

The Directors present their Twenty Fourth Annual Report and Audited Statement of Accounts for the year ended 31st March 2009.

FINANCIAL RESULTS:

The accounts for the year under review reflect Profit of Rs. 1,567,351. The Directors propose to appropriate the same as under:

Profit / (Loss) for the year			Rs.	1,567,351
Add: Balance brought forward			Rs.	11,911,585
Excess Provision for Income Tax			Rs.	NIL
Less: Provision for Taxation				
- Current Tax	Rs	520,600		
- Deferred Tax	Rs.	NIL		
- Fringe benefit Tax	Rs.	500		
- Short Provisions for FBT	Rs.	680	Rs.	521,780

Balance carried to Balance Sheet			Rs.	12,957,156
				=====

WORKING:

During the year under review the performance of the Company was not satisfactory. The Board of Directors are trying their best to 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 (Disclosure 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, 2009 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.

NIVEDITA MERCANTILE AND FINANCING LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE:

M/s. V. Ramachandran, Company Secretary, 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.

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 eligibly 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 The Stock Exchange Mumbai and Madhya Pradesh Stock Exchange, Indore and the Company has paid the annual listing fee for the financial year 2008-2009

AUDITORS:

M/s. Bankim V. Shah, Chartered Accountants, Mumbai auditors of the Company retire at the conclusion of the ensuing meeting. However the Company had received letter from M/s Bankim Shah & Co, Chartered Accountants, Mumbai tendering his resignation as a statutory auditor of the Company.

M/s Bagaria & Co, Chartered Accountants, Mumbai were being appointed as an statutory auditors of the Company and to hold the office from the the date of this annual general meeting until the conclusion of next annual general meeting of the company on a remuneration as may be decided by the Board of Directors

ACKNOWLEDGEMENTS:

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 and dedicated efforts put in by all the employees during the year.

For and on behalf of the Board

Place: NAGPUR

Dated: 04.09.2009

**LAV BAJAJ
DIRECTOR**

**MONAL MALJI
DIRECTOR**

SECRETARIAL COMPLIANCE CERTIFICATE TO THE MEMBERS

I have examined the registers, records, books and papers of **M/s. NIVEDITA MERCANTILE & 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 2009 (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 returns, as stated in **Annexure 'B'** to this Certificate with the Registrar 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 **twelve** times respectively on 30.04.2008, 15.05.2008, 29.07.2008, 31.07.2008, 31.08.2008, 29.09.2008, 15.10.2008, 31.10.2008, 12.12.2008, 31.12.2008, 30.01.2009 and 15.03.2009 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 has closed its Register of Members or Debenture holders on 30.09.2008 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 2008 was held on 30th September 2008 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. One Extraordinary General Meeting was held on 05-01.2009 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.
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 of section 297 of the Act.
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.