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Date – 26/09/2019

To, The Secretary, ✓ Listing Department Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, <u>Bandra (E), Mumbai - 400 098</u> Symbol: MSEI - NCCL	To The Secretary Listing Department The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata - 700 001 Scrip Code: 10024086
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Subject: Proceedings of 37th Annual General Meeting ('AGM') and Voting Results

Dear Sir/ Madam,

This is to inform you that the 37th Annual General Meeting ("AGM") of Nidhan Commercial Co. Ltd. ("the Company") was held today and the business mentioned in the Notice dated 9th August, 2019 was transacted.

In this regard, Enclosed please find herewith the following-

- (1) Brief proceedings of AGM of the Company, as required under the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, held on Thursday, 26th September, 2019 at 11.00 A.M at 97, Park Street, 5th Floor, Kolkata - 700 016. (ANNEXURE - I)
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (ANNEXURE - II)
- (3) Consolidated Scrutinizer's Report dated 26th September, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules 2014 as amended regarding rules on e-voting and voting through ballot (poll) at the AGM. (ANNEXURE - III)

This is for your information and records.

Thanking You,
Yours faithfully

For Nidhan Commercial Co. Ltd.

Rafan Lal Dey
Director



ANNEXURE - 1

Brief Proceedings of 37th Annual General Meeting of Nidhan Commercial Co. Ltd.

The 37th Annual General Meeting ("AGM") of Nidhan Commercial Company Limited ("the Company") was held on Thursday, 26th September, 2019 at 11.00 A.M. at its Registered Office 97, Park Street, 5th Floor, Kolkata – 700 016.

The members elected Sri Ratanlal Dugar, Director, as the Chairman of the meeting. The requisite Quorum being present, the Chairman declared the AGM open.

In compliance with the provision of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of voting through electronic means ("remote e-voting") to its members from 23rd September, 2019 (10.00 A.M.) to 25th September, 2019 (5.00 P.M.) to cast their votes electronically on all the business as set out in the Notice of 37th AGM.

In order to provide similar voting rights to the members who had not voted using remote e-voting facility, a poll was conducted at the Annual General Meeting venue.

Following were the agenda transacted at the 37th Annual General Meeting of the Company.

1. Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2019 together with the Report of the Board of Directors with Annexures and the Auditors' thereon - (Ordinary Resolution)
2. Appointment of Surendra Kumar Dugar (DIN -00242241), who retire by rotation, and being eligible offers himself for re-appointment.

Mr. Jagannath Kar, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of the Company to overview the whole process of Voting in a fair and transparent manner. The Chairman of the meeting being authorized to declare the results of Voting.

The Scrutinizer Report was received on 26th September, 2019, and as per the said report all the resolutions as set out in the notice have been passed with requisite majority.

Thanking You,
Yours Faithfully,

For Nidhan Commercial Co. Ltd.

Ratan Lal Dugar
Director



ANNEXURE-II

Details of Voting Results in respect of the 37th Annual General Meeting of M/s. Nidhan Commercial Company Limited pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015:

Date of the AGM : Thursday, 26th September, 2019

Total number of shareholders on record date : 21

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

Promoters and Promoter Group	:	8
Public	:	4

No. of Shareholders attended the meeting through Video Conferencing: No video conferencing.



Contd..2



[2]

Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and report of the Board of Directors and the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution: No

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	2,21,800	70,650	31.85	70,650	-	100	-
	Poll		1,26,000	56.81	1,26,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,96,650	88.66	1,96,650	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	76,600	400	0.52	400	-	100	-
	Poll		16,800	21.93	16,800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,200	22.45	17,200	0	100	0
Total		2,98,400	2,13,850	71.67	2,13,850	0	100	0



Contd..3



[3]

Item No. 2 – Ordinary Resolution

To appointa Director in place of Surendra Kumar Dugar (DIN – 00242241) who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution:Yes

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	2,21,800	70,650	31.85	70,650	-	100	-
	Poll		1,26,000	56.81	1,26,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,96,650	88.66	1,96,650	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	76,600	400	0.52	400	-	100	-
	Poll		16,800	21.93	16,800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,200	22.45	17,200	0	100	0
Total		2,98,400	2,13,850	71.67	2,13,850	0	100	0

Thanking You,
Your Faithfully,

For Nidhan Commercial Co. Ltd.

Ratan Lal Dugar
Director

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman of the Meeting of
Nidhan Commercial Co. Ltd.
97, Park Street, 5th Floor
Kolkata-700 016

Sub: Consolidated Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot (Poll) at their meeting", in respect of the resolutions contained in the Notice of the 37th Annual General Meeting (AGM) of Nidhan Commercial Co. Ltd. (the Company), held at 97, Park Street, 5th Floor, Kolkata – 700 016 at on 26th September, 2019 at 11.00 A.M.

Dear Sir,

I, Jagannath Kar, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors M/s. Nidhan Commercial Co. Ltd. (the Company) for the purpose of Scrutinizing the remote e-voting process (remote e-voting) as well as for voting through physical Ballot (poll) voting process at the AGM venue in a fair and transparent manner and ascertaining the results thereof, in respect of resolutions transacted at the 37th Annual General Meeting of the Equity Shareholders of Nidhan Commercial Co. Ltd. held at 97, Park Street, 5th Floor, Kolkata – 700 016 on Thursday, the 26th day of September, 2019 at 11.00 A.M.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and the SEBI (LODR) Regulations, 2015 relating to remote e-voting as well as voting through poll at the AGM venue by the members of the Company on the resolutions contained in the Notice dated 09.08.2019 convening the 37th AGM of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" or "abstained" the resolutions stated below, based on the reports generated from the e-voting system provided by CDSL the authorised agency engaged by the Company to provide remote e-voting facility for e-voting and on poll conducted at the AGM venue.

The Company has also released an advertisement, which was published after completion of dispatch of AGM Notice in The Echo of India, English Newspaper and Arthik Lipi, Bengali Newspaper both dated 3rd September, 2019. The notice published in the newspaper carried the required information as specified in the Rule.

The Company had availed the remote e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the shareholders of the Company. The shareholders of the Company holding shares of the Company as on the "cut off" date i.e. 19th September, 2019 were entitled to vote on the resolutions contained in the notice convening AGM of the Company.

The period for remote e-voting commenced on Monday, 23rd September, 2019 (10.00 a.m.) and ended on Wednesday, 25th September, 2019 (5.00 p.m.) The CDSL remote e-voting platform was blocked thereafter.



The Company also provided voting by physical ballot (poll) at the venue of the AGM to members attending the Meeting but had not cast their vote by remote e-voting. One empty ballot box was locked and sealed by me in the presence of members and proxies at the AGM Venue.

The locked ballot box was subsequently opened in presence of two witnesses who are not in employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

1. Jayeeta Sarkar Jayeeta Sarkar.
2. Shabnam Parveen Shabnam Parveen.

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. S. K. Infosolutions Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

I did not find any poll papers invalid.

The votes cast through remote e-voting were unblocked after the immediately after counting the votes cast through ballot paper at the AGM in the presence of two witnesses who are not in employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

1. Jayeeta Sarkar Jayeeta Sarkar.
2. Shabnam Parveen Shabnam Parveen.

Based on the details containing list of members who has cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL and the vote cast by the members through ballot papers at AGM, the Consolidated Report on the result of the remote e-voting and voting through ballot paper at the AGM on all items of Business transacted at the AGM held on 26th September, 2019.

A. Resolution No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 with the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	71050	100
Physical Ballot (Poll)	8	142800	100
Total	15	213850	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
	0	0



B. Resolution No. 2:

To appoint a Director in place of Sri Surendra Kumar Dugar (DIN: 00242241), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution).

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	71050	100
Physical Ballot (Poll)	8	142800	100
	15	213850	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
	0	0

Based on the aforesaid results, I report that the resolution as contained in Item - 1 to Item - 2 of the notice have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting and physical Ballot (poll) forms and voting at the meeting shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid AGM, after which the same will be handed over to the Chairman of the meeting for safe keeping.


Thanking You,
Yours faithfully,

For Nidhan Commercial Co. Ltd.

Ratan Lal Dugar
Director

For **JAGANNATH KAR**
Company Secretary

Jagannath Kar
JAGANNATH KAR
Proprietor
C.P. No.: 7591



Place: Kolkata
Date: 26.09.2019