

# Nidhan Commercial Co. Ltd.



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KOLKATA - 700 016  
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Date – 27/09/2018

To,  
Head – Listing & Compliance  
Metropolitan Stock Exchange of India Ltd.  
Vibgyor Towers, 4<sup>th</sup> Floor,  
Plot No.- C-62, G-Block  
Opp.- Trident Hotel,  
Bandra Kurla Complex,  
Mumbai – 400 098

Scrip Name : Nidhan Commercial Co. Ltd.  
Symbol : NCCL

## **Subject: Proceedings of 36th Annual General Meeting ('AGM') and Voting Results**

Dear Sir/ Madam,

This is to inform you that the 36th Annual General Meeting ("AGM") of Nidhan Commercial Co. Ltd. ("the Company") was held today and the business mentioned in the Notice dated 18th August, 2018 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, 27th September, 2018 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 27<sup>th</sup> September, 2018 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.

*Ratan Lal Dey*  
Director

Encl : As above



## ANNEXURE - I

### Brief Proceedings of 36<sup>th</sup> Annual General Meeting of Nidhan Commercial Co. Ltd.

The 36<sup>th</sup> Annual General Meeting ("AGM") of Nidhan Commercial Company Limited ("the Company") was held on Thursday, 27<sup>th</sup> September, 2018 at 11.00 A.M. at its Registered Office 97, Park Street, 5<sup>th</sup> 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 24<sup>th</sup> September, 2018 (10.00 A.M.) to 26<sup>th</sup> September, 2018 (5.00 P.M.) to cast their votes electronically on all the business as set out in the Notice of 36<sup>th</sup> 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 36<sup>th</sup> Annual General Meeting of the Company.

1. Adoption of the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 together with the Report of the Board of Directors with Annexures and the Auditors' thereon - (Ordinary Resolution)
2. Declaration of the Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2018 - (Ordinary Resolution)
3. Appointment of Smt. Suman Dugar (DIN - 07278860), who retire by rotation, and being eligible offers herself 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 27<sup>th</sup> September, 2018, 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 36<sup>th</sup> 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, 27<sup>th</sup> September, 2018

Total number of shareholders on record date : 113

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

Promoters and Promoter Group	:	5
Public	:	3

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





[ 2 ]

## Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 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	47,150	21.25	47,150	-	100	-
	Poll		1,60,000	72.14	1,60,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,07,150	93.39	2,07,150	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	76,600	200	0.26	200	-	100	-
	Poll		1,000	1.31	1,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1200	1.57	1200	0	100	0
<b>Total</b>		<b>2,98,400</b>	<b>2,08,350</b>	<b>69.82</b>	<b>2,08,350</b>	<b>0</b>	<b>100</b>	<b>0</b>





[ 3 ]

## Item No. 2 – Ordinary Resolution

To declaration of Dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2018.

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	47,150	21.25	47,150	-	100	-
	Poll		1,60,000	72.14	1,60,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,07,150	93.39	2,07,150	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	76,600	200	0.26	200	-	100	-
	Poll		1,000	1.31	1,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1200	1.57	1200	0	100	0
<b>Total</b>		<b>2,98,400</b>	<b>2,08,350</b>	<b>69.82</b>	<b>2,08,350</b>	<b>0</b>	<b>100</b>	<b>0</b>



Contd. ... 4



[ 4 ]

### Item No. 3 – Ordinary Resolution

To appoint a Director in place of Smt. Suman Dugar (DIN – 07278860) who retires by rotation and being eligible, offers herself 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	47,150	21.25	47,150	-	100	-
	Poll		1,13,200	51.04	1,13,200	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,60,350	72.29	1,60,350	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	76,600	200	0.26	200	-	100	-
	Poll		1,000	1.31	1,000	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1200	1.57	1200	0	100	0
<b>Total</b>		<b>2,98,400</b>	<b>1,61,550</b>	<b>54.14</b>	<b>1,61,550</b>	<b>0</b>	<b>100</b>	<b>0</b>

Note. One (1) shareholder holding 46800 shares being related party abstain from voting for this particular resolution.

Thanking You,  
Your Faithfully,

For Nidhan Commercial Co. Ltd.

*Ratan Lal Dugar*  
Director

**Jagannath Kar**

Company Secretaries

7A, Bentick Street,  
Old Wing, 2<sup>nd</sup> Floor,  
Kolkata- 700001  
West Bengal  
Phone - 9831918896  
Email: jagannathcs@hotmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT**

To  
The Chairman  
of 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Nidhan Commercial Co Limited**  
97, Park Street, 5<sup>th</sup> 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 36<sup>th</sup> Annual General Meeting (AGM) of Nidhan Commercial Co Limited.**

Dear Sir/Madam,

I, Jagannath Kar, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors M/s. Nidhan Commercial Co Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), and
- (ii) Scrutinizing the physical Ballot (poll) voting process under the provisions of Section 109 of Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) conducted for passing the resolutions contained in the notice convening 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held at 97, Park Street, 5<sup>th</sup> Floor, Kolkata - 700 016 on Thursday, the 27<sup>th</sup> day September, 2018 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 relating to e-voting and poll on the resolutions contained in the Notice to the 36<sup>th</sup> AGM of the members 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.

The notice dated 18<sup>th</sup> August, 2018 convening the AGM were sent to the shareholders in respect of below mentioned resolutions to be passed at the 36<sup>th</sup> AGM of the equity shareholders of the Company.



The Company has also released an advertisement, which was published after completion of dispatch of AGM Notice in The Echo of India, English News Paper and Arthik Lipi, Bengali Newspaper both on 4<sup>th</sup> September, 2018. 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. 20<sup>th</sup> September, 2018 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, 24<sup>th</sup> September, 2018 (10.00 a.m.) and ended on Wednesday, 26<sup>th</sup> September, 2018 (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 who has not voted electronically. The Chairman announced the poll at the AGM for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

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. Akansha Agarwal *Akansha Agarwal*

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and 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 voting by physical ballots were completed and counted. The said remote e-voting was unblocked by me in the presence of following two witnesses and who are not in employment of the Company and who have put their signatures alongside their names as given below.

1. Jayeeta Sarkar *Jayeeta Sarkar*  
2. Akansha Agarwal *Akansha Agarwal*

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the website of CDSL and also the Ballot forms received during the Poll process at the AGM.





The Consolidated Report on the result of the remote e-voting and voting at the meeting through physical ballot (poll) in respect of the said Resolutions is as under:

**A. Resolution No. 1:**

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 and report 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	6	47,350	100
Physical Ballot (Poll)	8	1,61,000	100
<b>Total</b>	<b>14</b>	<b>2,08,350</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

**B. Resolution No. 2:**

To declaration of Dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2018 (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	6	47,350	100
Physical Ballot (Poll)	8	1,61,000	100
<b>Total</b>	<b>14</b>	<b>2,08,350</b>	<b>100</b>



(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

**C. Resolution No. 3:**

To appoint a Director in place of Smt. Suman Dugar (DIN - 07278860) who retires by rotation and being eligible, offers herself 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	6	47,350	100
Physical Ballot (Poll)*	7	1,14,200	100
<b>Total</b>	<b>13</b>	<b>1,61,550</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

\* One (1) shareholder holding 46800 shares being related party abstain from voting for this particular resolution.



Based on the aforesaid results, I report that the resolution as contained in Item - 1 to Item - 3 of the AGM notice have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting and all the physical Ballot (poll) forms shall remain in my safe custody until the Chairman considers, approves and sign the minutes in this regard and thereafter the same will be handed over to the Chairman of the Meeting and/or Person authorized by the Board for safe keeping.

Thanking You,

Yours truly,

For **JAGANNATH KAR**  
Company Secretaries



A circular stamp of Jagannath Kar, Company Secretaries, Kolkata, CP No. 7591, M. No. 7402.

**JAGANNATH KAR**  
Proprietor  
C.P. No.: 7591

For **Nidhan Commercial Co. Ltd.**

*Ratan Lal Gyer*  
Director

Date: 27/09/2018

Place: Kolkata