

# NIDHAN COMMERCIAL CO. LTD.

Regd. Office – 97, Park Street, 5<sup>th</sup> Floor,

Kolkata – 700 016

CIN- L36911WB1982PLC034794

Phone No. – 91 33 2226 7376

Email - [ncc\\_1@hotmail.com](mailto:ncc_1@hotmail.com) Website : [www.nidhanltd.com](http://www.nidhanltd.com)

## NOTICE

Notice is hereby given that an 1<sup>st</sup> Extraordinary General Meeting (EGM) of the Financial Year 2017-18 of the members of Nidhan Commercial Company Limited will be held on **Monday, the 4<sup>th</sup> December, 2017 at 11.00 A.M.** at its registered office at 97, Park Street, 5<sup>th</sup> Floor, Kolkata - 700 016, to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM: 1: To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.**

To consider and, if through fit, to pass the following resolution with or without modification(s), as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted as the Articles of Association of the Company in substitution, and to entire exclusion of the set of regulations contained in the existing Articles of Association of the company.”

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of directors be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any of the directors of the company be and is hereby authorised to do such acts and deeds to give effect to this resolution and file all necessary forms/returns with the Registrar of Companies/Ministry of Corporate Affairs.”

#### **ITEM: 2: Increase of Authorised Share Capital and alteration of Capital Clause of Memorandum of Association.**

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

“RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakhs Fifty Thousands) Equity Shares of Rs. 10/- each to Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- each by creation of additional 50,000 (Fifty Thousands) Equity Shares of Rs. 10/- each and in consequence thereof the existing Clause V of the Memorandum of Association of the Company relating to share capital be substituted by the following clause:

- V. The Authorised Share Capital of the Company is Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- each with power to increase and reduce the capital of the Company and to divide the shares into several classes and to attach thereto respectively such preferential rights, privilege or conditions as may be determined or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”



**ITEM: 3: To approve issue of Bonus Shares:**

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

“RESOLVED THAT for the purpose of complying with Regulation 38 of SEBI (LODR) Regulations, 2015 in relation to maintenance of minimum public shareholding of 25% and pursuant to recommendations of the Board of Directors in this behalf, the Articles of Association of the Company( as amended) and applicable provisions of the Companies Act, 2013 and subject to the SEBI guidelines issued in this regards and such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent be and is hereby accorded for capitalization of Rs. 5,74,500/- or such sum standing to the credit of the free reserves of the Company, as may be considered appropriate by the Board for the purpose of Issue and allotment of upto 57,450 Bonus Equity Shares of Rs. 10/- each, credited as fully paid, to the Public Shareholders of the Company only (with the Promoter Shareholders waiving/ forgoing their right to such bonus shares in terms of SEBI Circular No. CIR/CFD/CMD/14/2015 dated 30th November, 2015, whose names appear in the Register of Members on the Record Date to be determined by the Board and in the proportion of three (3) new equity shares for every one (1) existing equity shares held by the members in public shareholders only.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letters of allotment shall be issued in respect of Issue of Bonus Shares and the share certificates in respect of same shall be dispatched within the prescribed time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as they in their absolute discretion may deem necessary or desirable and their decision shall be final and binding.”

Registered Office:  
97, Park Street, 5<sup>th</sup> Floor  
Kolkata - 700 016  
Place: Kolkata  
Date: 7<sup>th</sup> November, 2017

For Nidhan Commercial Co. Ltd.  
For Nidhan Commercial Co. Ltd.  
*Ratan Lal Gujn*  
Director (DIN -00242452)

**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/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the commencement of the Meeting.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 1, 2 and 3 is annexed hereto.
  4. Members/ Proxies are requested to bring the attendance slip duly filled in, for attending the EGM.
  5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
  6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
  7. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on 3<sup>rd</sup> November, 2017.
  8. The Shareholders who are still holding shares in physical form are requested to take immediate steps to demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to demat your Shares to avoid any inconvenience in future.
  9. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 11:00 a.m. to 3:00 p.m. up to and including the date of the Extraordinary General Meeting of the Company.
  10. In accordance with the provisions 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) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("Remote E-Voting") to its members. The company has engaged the services of Central Depository Services Limited ("CDSL") to provide remote e-voting facilities and enabling the members to cast their vote in a secure manner.
- I. **The process and manner for remote e-voting are as under:**
- i. The remote e-voting period commences on 1<sup>st</sup> December, 2017 at (9.00 A.M) and ends on 3<sup>rd</sup> December, 2017 at (5.00 P.M). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> November, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - iii. Click on "Shareholders" tab.
  - iv. Now Enter your User ID:
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vii. However, if you are a first time user, please follow the steps given below:



	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name i.e. "NIDHAN COMMERCIAL COMPANY LIMITED" on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders and Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- iii. After receiving the login details they have to create compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [jagannathcs@hotmail.com](mailto:jagannathcs@hotmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 3<sup>rd</sup> December, 2017, up to 5 p.m. without which the vote shall not be treated as valid.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27<sup>th</sup> November, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
13. The notice of the EGM will be sent to the members, whose names appear in the register of members/beneficiary owners as at closing hours of business on 3<sup>rd</sup> November, 2017.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 27<sup>th</sup> November, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> November, 2017 and not casting their vote electronically, may only cast their vote at the EGM.
16. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
17. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 27<sup>th</sup> November, 2017 are requested to send the written / email communication to the Company at [ncc\\_l@hotmail.com](mailto:ncc_l@hotmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
18. Mr. Jagannath Kar, Company Secretary in whole time practice (CP No. 7591) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nidhanltd.com](http://www.nidhanltd.com) and on the website of CDSL. The same will be communicated to the Metropolitan Stock Exchange of India (MSEI) and the Calcutta Stock Exchange Limited (CSE).



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

**Item No.1**

The Articles of Association ("AOA") of the company is presently in force from the incorporation of the company in the year 1982 with amendments carried out from time to time. The existing AOA are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The new Act is now largely in force and substantive sections of the Act, which deal with the general working of companies, stand notified. With the coming into force of the Act several articles of the existing AOA of the company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

Further, to enable the Proposed Issue to Bonus Shares to Public Shareholders only with the Promoters waiving/ foregoing their entitlements it is considered desirable to amend the Articles of Association of the Company by way of substituting the same.

It is thus expedient to adopt a new set of AOA, in place of existing AOA of the company. Therefore, the Board of directors at its meeting held on 7<sup>th</sup> November, 2017 decided to adopt new set of Articles in place of existing AOA of the company and seeks members' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of AOA.

Your approval is sought in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. The proposed new draft AOA is being uploaded on the Company's website [www.nidhanltd.com](http://www.nidhanltd.com) for information of the shareholders and also kept available for inspection for the members at the Registered Office of the company during the office hours on any working day, except Saturdays and Sundays, between 11:00 a.m. to 3:00 p.m. None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item No. 1 for the approval of the members of the company as a special resolution.

**Item No. 2:**

In order to comply with the minimum public shareholding of the Company, the Board of the Company decided to issue bonus shares only to the public shareholders subject to the approval of shareholders and other regulatory authorities. The Present Authorized Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each which would not sufficient to cover the proposed amount of issue, hence the Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company from Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) divided into 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs) Equity Shares of Rs. 10/- each, by creation of additional 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- each.

As per the Section 61 of the Companies Act, 2013, any change in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board of Directors recommends the resolutions set out at Item No. 2 for approval of the shareholders as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in Ordinary Resolution.

**Item No. 3:**

As per the Securities Contracts (Regulations) (Second Amendment) Rules, 2014 and the corresponding provisions of Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, every Listed Company is required to maintain a minimum public shareholding of at least 25% of the total paid up Capital.



Presently the public shareholding of the Company is 7.95% which is below the Minimum Public shareholding as prescribed under Regulation 19A of the Securities Contracts (Regulation) Rules, 1957 and the remaining (92.05%) with the Promoters. SEBI vide its circular No. CIR/CFD/CMD/14/2015 dated 30/11/2015 has suggested various modes to achieve the minimum level of public shareholding specified in Rule 19(2)(b) and/or Rule 19 A of the Securities Contracts (Regulation) Rules, 1957. One of such mode is to issue bonus shares to public share holders with promoter/promoter group shareholders forgoing their entitlement to equity shares, that may arise from such issue.

In view of the above, the Board of Directors at their meeting held on 7<sup>th</sup> November, 2017 decided that, issue bonus shares to public share holders with promoter/promoter group shareholders forgoing their entitlement to equity shares that may arise from such issue, which shall be the most suitable method for our company to increase its Public Shareholding.

In this regards, the Board considered and/or recommended the Issue of Bonus Shares in the proportion of 3:1 i.e. three (3) new equity shares of Rs. 10/- each of the company for every one(1) exiting equity share of Rs. 10/- each fully paid up of the Company only the public shareholders who hold equity shares on record date to be herein after fixed by the Board of Directors by capitalisation of a sum of Rs. 5,74,500/- from the reserve. Further consent of the Promoters/Promoter group shareholders has been obtained in terms of SEBI Circular No. CIR/CFD/CMD/14/2015 dated 30<sup>th</sup> November, 2015 on which they are waiving/ foregoing their rights to such bonus entitlements.

Further, to enable the Proposed Issue to Bonus Shares to Public Shareholders only with the Promoters waiving/ foregoing their entitlements it is considered desirable to amend the Articles of Association of the Company by way of substituting the same with the one as set out in Item No. 1.

**The Pre and Post Bonus Issue Shareholding Pattern of the Company is summarized below:-**

Sl. No.	CATEGORY	PRE BONUS ISSUE		POST BONUS ISSUE	
		No. of Shares	%	No. of Shares	%
A.	Promoter Shareholding	2,21,800	92.05	2,21,800	74.33
B.	Public Shareholding				
	-Existing	19,150	7.95	19,150	6.42
	-Bonus Issue	-	-	57,450	19.25
	Sub Total (B)	19,150	7.95	76,600	25.67
	<b>TOTAL (A+B)</b>	<b>2,40,950</b>	<b>100</b>	<b>2,98,400</b>	<b>100</b>

Approval of members of the Company is being sought by way of Special Resolution to authorize the Board of Directors to issue Bonus shares for enhancement of public shareholding to minimum 25% of the total paid up Capital of the company in terms of SEBI Circular dated 30/11/2015.

The Board of Directors recommends the resolutions set out at Item No. 3 for approval of the shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company. The passing of the aforesaid resolution does not relate to or as set any other company.

**Registered Office:**  
97, Park Street, 5<sup>th</sup> Floor  
Kolkata - 700 016  
Place: Kolkata  
Date: 7<sup>th</sup> November, 2017

For Nidhan Commercial Co. Ltd.  
**For Nidhan Commercial Co. Ltd.**  
*Ratan Lal Dey*  
Director (DIN -00242452) **Director**

# NIDHAN COMMERCIAL CO. LTD.

Regd. Office – 97, Park Street, 5<sup>th</sup> Floor,

Kolkata – 700 016

CIN- L36911WB1982PLC034794

Phone No. – 91 33 2226 7376

Email - ncc\_1@hotmail.com

## FORM NO. MGT-11

### PROXY FORM

[ Pursuant To Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L36911WB1982PLC034794  
Name of the Company : Nidhan Commercial Company Limited  
Registered Office : 97, Park Street, 5<sup>th</sup> Floor, Kolkata – 700 016

Name of the Member(s):  
Registered Address:  
E-mail ID:  
Folio No/ Client ID:  
DP ID:

I / We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: .....  
2. Address: .....  
E-mail ID: ..... Signature: .....or failing him/her,
3. Name: .....  
4. Address: .....  
E-mail ID: ..... Signature: .....or failing him/her,
5. Name: .....  
6. Address: .....  
E-mail ID: ..... Signature: .....

As my/our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 1<sup>st</sup> Extra-Ordinary General Meeting of 2017-18 of the Company, to be held on Monday, the 4<sup>th</sup> day of December, 2017 at 11.00 a.m. at 97, Park Street, 5<sup>th</sup> Floor, Kolkata – 700 016 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution Proposed	For	Against
<b>SPECIAL BUSINESS :</b>			
1.	To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013 (Special Resolution)		
2.	To Increase of Authorized Share Capital and alteration of Capital Clause of Memorandum of Association (Ordinary Resolution)		
3.	To approve issue of Bonus Shares (Special Resolution)		

Signed this ..... day of ..... 2017

Signature of the Shareholder(s) ..... Signature of Proxy (s).....

Affix  
Revenue  
Stamp

Note: The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.





**NIDHAN COMMERCIAL CO. LTD.**

Regd. Office – 97, Park Street, 5<sup>th</sup> Floor,  
Kolkata – 700 016

CIN- L36911WB1982PLC034794

Phone No. – 91 33 2226 7376

Email - ncc\_l@hotmail.com

**ATTENDANCE SLIP**

(1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING OF 2017-18 ON MONDAY, 4<sup>TH</sup> DECEMBER, 2017 AT 11.00 A.M)

Registered Folio/ DP & Client ID No.	
Name and Address of the Shareholder(s)	

I/We hereby record my/our presence at the 1<sup>st</sup> Extra-Ordinary General Meeting of 2017-18 of the Company held on Monday, 4<sup>th</sup> December, 2017 at 11.00 A.M. at 97, Park Street, 5<sup>th</sup> Floor, Kolkata – 700 016.

\_\_\_\_\_  
Member's Folio/ Dp ID/ Client ID No.                      Member's / Proxy's name in Block Letters                      Member's / Proxy's Signature

Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance verification Counter at the entrance of the Meeting Hall.

.....\*\*tearhere\*\*.....

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>171108007</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
1 <sup>st</sup> December, 2017 at 9:00 A.M.	3 <sup>rd</sup> December, 2017 at 5:00 P.M.

Note: Please read the instructions mentioned in the Notice of the EGM before exercising your vote.

