

NIDHAN COMMERCIAL CO. LTD.

CIN : L36911WB1982PLC034794

Regd. Office : 97, Park Street, 5th Floor, Kolkata – 700 016

Phone No: 033 2226 7376 email Id : ncc_1@hotmail.com website : www.nidhancommercial.in

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of NIDHAN COMMERCIAL CO LIMITED will be held at the Registered Office of the Company at 97, Park Street, 5th Floor, Kolkata-700016 on Tuesday, the 27th day of September, 2016 at 11.00 A.M to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss for the year ended 31st March, 2016, and the Reports of the Directors and Auditors thereon.
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.
3. To appoint the Statutory Auditors and fix their remuneration and for the purpose to consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** M/s.S.M. Daga & Co. Chartered Accountants, (Firm Registration No. 303119E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at such remuneration as may be determined by the Board in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION:
“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Suman Dugar (DIN: 07278860), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation.”
5. To consider and if thought fit to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION:

Contd. ..2

“RESOLVED THAT pursuant to Section 149, 152 and any Applicable Provisions read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Gandhi Chandra Mandal (DIN: 07296100) whose term of Office as an Additional Director of the Company expires at this Annual General meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto 2nd October, 2020.”

Registered Office:
97, Park Street, 5th Floor
Kolkata – 700016
Date : 26th August, 2016

BY ORDER OF THE BOARD
for Nidhan Commercial Co.Ltd
Sd/-Ratanlal Dugar

Director

NOTES:

- I. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
- II. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General 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 ten percent 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.
- III. The Register of Members and the Share transfer Book of the Company shall remain closed from 21st September, 2016 to 27th September, 2016 (both days inclusive).

IV. Voting Through Electronic Means

- I. In compliance with 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 Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
 - i. The remote e-voting period commences on September 24, 2016 at (10.00 A.M) and ends on September 26, 2016 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 September 20th, 2016, 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 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 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:

PAN	For Members holding shares in Demat Form and Physical Form
	<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"> • 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. • 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.
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"> • Please Enter the DOB or Bank Account Number in order to Login. • 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).

- 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 CO. 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:
 - i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 under help section or write an email to 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 on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- V.** 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before September 26, 2016, upto 5 p.m. without which the vote shall not be treated as valid.
- VI.** 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 September 20th, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VII.** The notice of the AGM will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business on 19th August, 2016.
- VIII.** The shareholders shall have one vote per equity share held by them as on the cut-off date of September 20th, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- IX.** 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 September 20th, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- X.** Notice of the AGM 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.
- XI.** 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. September 20th, 2016 are requested to send the written / email communication to the Company at ncc_1@hotmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- XII.** Mr. Jagannath Kar, Company Secretary (Membership No. 20600 & C.P. No. 7591) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, 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.

XIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company website www.nidhanccommercial.in and on the website of CDSL. The same will be communicated to the Stock Exchange.

XIV. Details of Directors seeking appointment / re-appointment in the Annual General Meeting:

Name of the Director	Mrs. Suman Dugar (DIN: 07278860)	Shri Gandhi Chandra Mandal (DIN: 07296100)
Date of Birth	25/02/1963	22/01/1959
Date of Appointment	3 rd October, 2015	3 rd October, 2015
Qualification	H.S.	B.Com.
Directorship held in listed Companies	M/s. Panchratna Arts Ltd.	N.A.
Committee Membership	Member of Nomination & Remuneration Committee in other Listed Company	N.A.
Shareholding in the Company	46800	50

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Suman Dugar was appointed as an additional director of the Company by the Board of Directors in the meeting held on 3rd October, 2015. Pursuant to section 161 of the Companies Act, 2013, Smt. Suman Dugar will hold office upto the date of forthcoming Annual General Meeting. The company has received a notice under Section 160 of the said Act from a Member alongwith requisite deposit signifying his intention to propose Mrs. Suman Dugar to be appointed as a Director of the Company. A brief profile and other details of Mrs. Suman Dugar are given in point No. XIV of the notes to this notice.

Mrs. Suman Dugar is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company. Mrs. Suman Dugar along with her relatives holds shares in the Company.

The Board feels that presence of Mrs. Suman Dugar on the Board is desirable and would be beneficial to the Company. Hence, the Board recommends resolution under Item No. 4 to be passed as an ordinary resolution, under Companies Act, 2013 for appointment as Director of the Company liable to retire by rotation.

Except Mrs. Suman Dugar, Mr. Surendra Kr. Dugar, Mr. Ajit Kumar Dugar, Mr. Ratanlal Dugar, Mr. Rishab Dugar, none of the other Directors and Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 5

The Board of Director of the Company appointed Shri Gandhi Chandra Mandal (DIN: 07296100) as an Additional Director of the Company with effect from 3rd October, 2015, pursuant to Section 161 of Companies Act, 2013.

Pursuant to the provision of Companies Act, 2013, Shri Gandhi Chandra Mandal (DIN: 07296100) will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provision of Section 160 of Companies Act, 2013, from a member, proposing the candidature of Shri Gandhi Chandra Mandal (DIN: 07296100) for the office of Independent Director. A brief profile and other details of Shri Gandhi Chandra Mandal (DIN: 07296100) are given in point no. XIV to this notice.

Shri Gandhi Chandra Mandal (DIN: 07296100) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company and has also given his declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of Company by way of ordinary resolution for the appointment of Shri Gandhi Chandra Mandal (DIN: 07296100) as an Independent Director of the Company for a term of consecutive 5 years from 3rd October, 2015 to 2nd October, 2020 pursuant to Section 149 of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

Except Shri Gandhi Chandra Mandal (DIN: 07296100), none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the above referred resolution.

Registered Office:
97, Park Street, 5th Floor
Kolkata – 700016
Date : 26th August, 2016

BY ORDER OF THE BOARD
for Nidhan Commercial Co.Ltd

Sd/-Ratanlal Dugar
Director