

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the members of Nivedita Mercantile and Financing Limited will be held on Wednesday, September 26, 2018 at 5.00 p. m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 a) - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 1 b) - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.

SPECIAL BUSINESS:

Item No. 2 –Appointment of Mrs. Lalitha Cheripalli (DIN-07026989), as a Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with Rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Mrs. Lalitha Cheripalli (DIN-07026989), who was appointed as an Additional (Non-Executive) Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 18th May, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as required under the Act, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

Item No. 3- Change of Name of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT subject to the approval of the Central Government, Reserve Bank of India, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs, The Bombay Stock Exchange and other authorities as may be applicable and pursuant to Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from ‘Nivedita Mercantile & Financing Limited’ to ‘Starteck Finance Limited’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name 'Nivedita Mercantile & Financing Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name ‘Starteck Finance Limited’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

Item No. 4- Approval/ Ratification of Material Related Party Transaction

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings, the Company hereby approves/ ratifies as the case may be, the Material Related Party Transaction with the Related Party in the nature of loans and advances as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors and/or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Nivedita Mercantile and Financing Limited

Shreya Shetty
Company Secretary
ACS: 33923

Mumbai, August 13, 2018

Registered Office:

5th Floor, Sunteck Centre, 37-40,
Subhash Road, Vile Parle (East),
Mumbai 400 057 Tel.: 91 22 4287 7800
CIN: L51900MH1985PLC037039
Fax: 91 22 4287 7890
E-mail: cosec@niveditaindia.com
Website: www.niveditaindia.com

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 2 to 4 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% 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 cannot act as proxy for any other person or member.
4. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 21, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purpose of Annual General Meeting.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
10. Members desiring any information as regards the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the Management to keep the information ready at the meeting.
11. As per the provisions of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Physical Shareholders may contact the Registrar and Transfer Agent and Demat shareholders may contact their depository participants for nomination.
12. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.niveditaindia.com.
13. **Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, SEBI has mandated that with effect from December 5, 2018 transfer of securities would be carried out in dematerialized form only. Shareholders, holding shares in physical form are requested to arrange the dematerialization of the said shares at earliest to avoid any inconvenience in future for transferring those shares.**
14. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Adroit Corporate Service Pvt. Ltd. /Depository Participant(s).
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents i.e. ADROIT CORPORATE SERVICES PRIVATE LIMITED (ADROIT) to provide efficient and better services.

16. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018, members whose folios do not have or have incomplete details of PAN and/ or Bank Account, are required to compulsorily furnish these details for updating the same against their folio number.

A form for capturing the above details is appended in the Annual Report 2017-18. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

17. The route map showing directions to reach the venue of the 33rd Annual General Meeting is annexed.

18. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, the rules framed there under, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015, and Secretarial Standard 2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- 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.
- III. 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.
- IV. The remote e-voting period begins on Friday, September 21, 2018 (9.00 a.m.) and ends on Tuesday, September 25, 2018 (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 Wednesday, September 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- V. The Process and manner for e –voting are as under:

A. In case of Members receiving an e-mail from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

- (i) Use the following URL for e-voting: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder – Login
- (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (iv) If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting >Active Voting cycles.
- (vii) Select EVEN of Nivedita Mercantile & Financing Limited. Now you are ready for e-voting as ‘Cast Vote’ page opens.
- (viii) Cast your vote by selecting appropriate option and click on ‘Submit’ and also “Confirm” when prompted.
- (ix) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (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, to the Scrutinizer through e-mail nvr54@ymail.com with a copy marked to evoting@nsdl.co.in.

B. In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) (for Members whose e-mail addresses are not registered with the Company/Depositories):

- (i) Members may opt for e-voting, for which USER ID and Initial password are provided on the attendance slip.
- (ii) Please follow steps from Sl. No. (i) to (xi) under heading A above to vote through e-voting platform.

C. Other Instructions

- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and User Manual on e-Voting System for Shareholders, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- b. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, September 19, 2018. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting by voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- d. The Board of Directors has appointed Mr. Veeraraghavan N. (Membership No. A6911), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- e. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- f. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.niveditaindia.com and on the website of NSDL www.evotingnsdl.com immediately after the result is declared by the chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business set out in Notice:**Item No. 2**

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Ms. Lalitha Cheripalli (DIN-07026989) as an Additional (Non-Executive) Director of the Company, liable to retire by rotation, effective 18th May, 2018. Pursuant to Section 161 of the Companies Act, 2013, Ms. Cheripalli holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying her intention to propose Ms. Cheripalli for the office of Director at the forthcoming Annual General Meeting.

The Company has received from Ms. Cheripalli (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act.

The profile and specific areas of expertise of Ms. Cheripalli is as follows:

She is a commerce graduate with wide over 10 years of experience in treasury and accounts. She has extra ordinary experience in execution and strategy for portfolio management of large corporations.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Ms. Cheripalli and her relatives are concerned or interested in the resolution for her appointment. The resolution set out in Item no. 2 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Brief Profile of Director seeking appointment/re appointment in the forthcoming Annual General Meeting of the Company

Name of Director & DIN	Ms. Lalitha Cheripalli (DIN: 07026989)
Date of Birth	8 th June, 1983
Date of Appointment on the Board	18 th May 2018
Qualifications	Bachelor of Commerce (B.Com)
Expertise	Treasury and accounts
Directorship in other Listed Companies as on March 31, 2018	SW Investments Limited
Chairmanship/Membership of the Committees (Audit and Stakeholders' Relationship Committee) of the other Companies	NIL
No. of Shares held in the Company as on March 31, 2018	NIL
Relationship between Directors Inter-se	There is no inter se relationship between the Board of Directors of the Company.

Item No. 3

The Directors of the Company decided to create a new brand name for the NBFC activities of the Company and accordingly, the Board in its meeting held on 2nd February, 2018 decided to change the name of the Company from 'Nivedita Mercantile & Financing Limited' to 'Starteck Finance Limited' or such other names as may be approved by the Ministry.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any. The resolution set out in Item no. 3 of this Notice is accordingly recommended for the approval by the members as Special Resolution.

Item No. 4

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has come into effect from 1st October, 2015, shareholders' approval for material related party transactions has been prescribed. As the related party transaction listed below exceeds 10% of the Company's turnover for the financial year ended 31st March 2018, it would be deemed to be a 'material' related party transaction.

Therefore, the said transaction has to be approved by Ordinary resolution of the shareholders and the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.

The Company has entered into following material related party transaction with the related party during the year under review:

(Rs. in lakhs)			
Name of Related Party	Relationship	Nature of transaction	Transaction value for the year ended 31 st March, 2018
Chitta Finlease Pvt Ltd	Subsidiary	Conversion of 174,300 (One Lakh Seventy Four Thousand Three Hundred only) Optionally Convertible Debentures of Rs. 1,000/- (Rupees One Thousand only) each held by the Company in Chitta Finlease Private Limited and the accrued outstanding interest thereon from April 1, 2017 till March 31, 2018 into Unsecured Loan amounting to Rs. 17,43,14,397/- (Rupees Seventeen Crores Forty Three Thousand Fourteen Lakhs Three Hundred and Ninety Seven only) with effect from March 31, 2018 at 9 % p.a.	1743.14

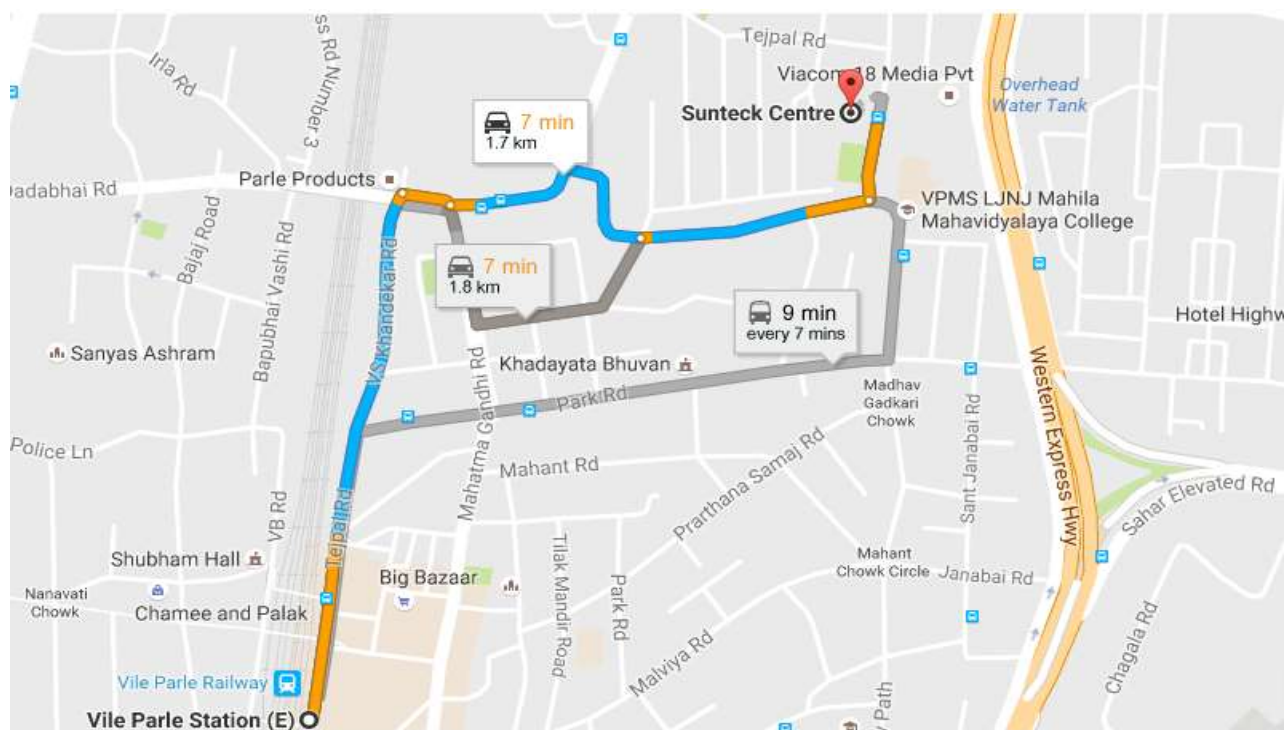
The above transaction is in the ordinary course of business and at arm's length and therefore not detrimental to the interests of the Company.

The Board of Directors recommends the above resolution for your approval. Except Ms. Lalitha Cheripalli, and her relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The resolution set out in Item no. 4 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

ROUTE MAP TO THE AGM VENUE

VENUE: Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057.

Location Map of the AGM Venue: SUNTECK CENTRE



NIVEDITA MERCANTILE & FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039
 Tel No.: 022-42877800, Fax No: 022-42877890, Email: cosec@niveditaindia.com website: www.niveditaindia.com

**33rd ANNUAL GENERAL MEETING
 ATTENDANCE SLIP**

DP ID*	CLIENT ID*	FOLIO NO.	NO.OF SHARE (S)

*Applicable for members who are holding shares in dematerialized form.

I /We hereby record my presence at the **33rd ANNUAL GENERAL MEETING** of the Company being held on Wednesday, September 26, 2018, at 5.00 p.m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai - 400057.

 Name of the member

 Signature of the Shareholder

 Name of the proxy

 Signature of the Proxy

Notes:

1. Kindly sign and hand over the attendance slip at the entrance of the meeting hall.
2. Members/ Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

-----TEAR HERE -----

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read instructions given at Note no. 18 of the Notice of the **33rd** Annual General Meeting carefully before voting electronically.

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NIVEDITA MERCANTILE & FINANCING LIMITED

Registered Office: 5th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai 400057; CIN: L51900MH1985PLC037039
 Tel No.: 022-42877800, Fax No: 022-42877890, Email: cosec@niveditaindia.com website: www.niveditaindia.com

33rd ANNUAL GENERAL MEETING

PROXY FORM

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

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

I/we, being the Member(s) of shares of the above named Company, hereby appoint

(i) Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

(ii) Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, or failing him/her

(iii) Name: _____
 Address: _____
 E-mailId: _____
 Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting, to be held on Wednesday, September 26, 2018 at 5.00 p.m. at Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057 and at any adjournment(s) thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	For*	Against*
Ordinary Business			
1. a	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
1. b	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.		
Special Business			
2.	To approve the appointment of Mrs. Lalitha Cheripalli (DIN-07026989), as Director of the Company.		

3.	To approve the Change of Name of the Company.		
4.	To approve/ratify the material related party transaction.		

Signed this _____ day of _____ 2018.

Affix Rs.
1
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. * This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.