

**JAWAHAR M. THACKER**

B. Com. F.C.A.

To,  
The Chairman of the 32<sup>nd</sup> Annual General Meeting,  
Nivi Trading Limited  
Ready Money Terrace,  
167, Dr. A. B. Road, Worli,  
Mumbai – 400018

Dear Sir,

**REPORT OF SCRUTINIZER**

I, Jawahar M. Thacker, Chartered Accountants (Membership No. 030646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **Nivi Trading Limited** at its meeting held on 9<sup>th</sup> May, 2017 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice of the 32<sup>nd</sup> Annual General Meeting (AGM)-

1. through electronic means through the remote e-voting, pursuant to the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, services provided by National Securities Depository Limited (NSDL) and
2. through physical votes through ballot paper, pursuant to the provisions of section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014, at the venue of the 32<sup>nd</sup> AGM of **Nivi Trading Limited** held on 8<sup>th</sup> August, 2017 at Mumbai.

I submit my report as under:

I reviewed the remote e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the 32<sup>nd</sup> AGM for the resolutions contained in the Notice to the 32<sup>nd</sup> AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

After the time fixed for closing of the physical voting at the 32<sup>nd</sup> AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.



**JAWAHAR M. THACKER**  
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-: 2:-

The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

I did not find any ballot papers invalid.


The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the 32<sup>nd</sup> AGM is attached herewith bearing page nos. 1 to 2.

A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
**JAWAHAR M. THACKER**  
Chartered Accountant  
Membership No. 030646



Place: Mumbai  
Date: 08/08/2017

AGM DATE: 8TH AUGUST, 2017 (EVEN - 106512)

<b>Date of the AGM/EGM</b>	8th August, 2017
<b>Total number of shareholders on cut-off date i.e. August 1, 2017</b>	29
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group :	2
Public :	5
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

Agenda-wise disclosure

1. Adoption of Financial Statements for the financial year ended on 31st March, 2017.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)]*100	% of valid Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		250000	26.80	250000	0	100.00	0.00
	Poll	933000	100000	10.72	100000	0	100.00	0.00
	Total		350000	37.51	350000	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	312600	129500	41.43	129500	0	100.00	0.00
	Total		129500	41.43	129500	0	100.00	0.00
<b>Total</b>		<b>1245600</b>	<b>479500</b>	<b>38.50</b>	<b>479500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Handwritten signature and circular stamp of Nivi Trading Limited.

## Nivi Trading Limited

AGM DATE: 8TH AUGUST, 2017 (EVEN - 106512)

2. Re-appointment of Mr. Jaidev Rajnikant Shroff (DIN: 00191050) who retires by rotation.

Resolution required : (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution ?										
Ordinary										
Yes										
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)]*100	% of valid Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		250000	26.80	250000	0	100.00	0.00		
	Poll	933000	100000	10.72	100000	0	100.00	0.00		
	Total		350000	37.51	350000	0	100.00	0.00		
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Total		0	0.00	0	0	0.00	0.00		
Public-Non Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll	312600	129500	41.43	129500	0	100.00	0.00		
	Total		129500	41.43	129500	0	100.00	0.00		
Total		1245600	479500	38.50	479500	0	100.00	0.00		

3. Appointment of Messrs Vora &amp; Associates, Chartered Accountants, as Auditors and fixing their remuneration.

Resolution required : (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution ?										
Ordinary										
No										
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)]*100	% of valid Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		250000	26.80	250000	0	100.00	0.00		
	Poll	933000	100000	10.72	100000	0	100.00	0.00		
	Total		350000	37.51	350000	0	100.00	0.00		
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Total		0	0.00	0	0	0.00	0.00		
Public-Non Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll	312600	129500	41.43	129500	0	100.00	0.00		
	Total		129500	41.43	129500	0	100.00	0.00		
Total		1245600	479500	38.50	479500	0	100.00	0.00		

The above Resolutions have, therefore been approved by the members of the Company unanimously.

