

NIVI TRADING LIMITED

CIN: L99999MH1985PLC036391

Regd. Off.: C/o. United Phosphorus Ltd., Readymoney Terrace, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

Admin. Off.: C/o. Uniphos House, C.D. Marg, 11th Road, Opp. Madhu Park, Khar (West), Mumbai - 400 052.

Tel Nos.: 61233500 / 26468 000 Fax No.: 2648 7523

Email : nivi.investors@uniphos.com Website : nivionline.com

1st October, 2019

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir/ Madam,

REG.: NIVI TRADING LIMITED (Scrip Code – 512245)

SUB.: Minutes of the 34th Annual General Meeting

Further to our earlier letter dated 20th September, 2019 informing the outcome of the 34th Annual General Meeting held on 20th September, 2019, we are now enclosing herewith a certified true copy of the Minutes of the 34th Annual General Meeting pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 13 of Para A of Part A of Schedule III of the said Regulations.

Thanking you,
Yours faithfully,
for NIVI TRADING LIMITED



NIKITHA NAIR (ACS 41617)

Company Secretary & Compliance Officer

Encl.: as above

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NIVI TRADING LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT C/O UNITED PHOSPHORUS LIMITED, READY MONEY TERRACE, 4TH FLOOR, 167, DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018 ON FRIDAY, THE 20TH SEPTEMBER, 2019.

TIME OF COMMENCEMENT OF THE MEETING 04.00 P. M.
TIME OF CONCLUSION OF THE MEETING 04.20 P. M.

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK: 28TH SEPTEMBER, 2019

DIRECTORS PRESENT

MR. R. D. SHROFF	– CHAIRMAN
MRS. S. R. SHROFF	– MANAGING DIRECTOR
MR. RAHUL JADHAV	– INDEPENDENT DIRECTOR
MR. NITIN KOLHATKAR	– INDEPENDENT DIRECTOR

IN PRESENCE

MS. NIKITHA NAIR – COMPANY SECRETARY

BY INVITATION

MR. BRUBECK DIAS	– CFO
MR. JAWAHAR THACKER	– SCRUTINIZER

MEMBERS PRESENT

PROMOTER AND PROMOTER GROUP – TWO SHAREHOLDERS
PUBLIC – FIVE SHAREHOLDERS

1. Mr. R. D. Shroff, the Chairman of the meeting occupied the Chair.
2. The Chairman then announced that since the quorum, as per Section 103 of the Companies Act, 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting can commence.
3. The Chairman informed that one of the Directors, Mr. Jaidev Shroff was absent and could not attend the Annual General Meeting as he was out of station.
4. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were kept open for inspection by the shareholders throughout the duration of the meeting.
5. With the permission of the members, the notice convening the meeting and the Director's Report having been circulated to the members were taken as read.

CERTIFIED TRUE COPY
For NIVI TRADING LTD.

Nikitha
Director/ Auth. Signatory.

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6. The Chairman informed the members that with their permission, the Auditor's Report without any qualifications or adverse remarks can be taken as read. The members agreed to the same.
7. The Chairman welcomed the members and read his statement.
8. The Chairman thereafter invited the members to speak at the meeting or seek any clarifications for the accounts. There were no questions from any shareholder.
9. The Chairman informed the members that Company had offered its members the facility to cast their votes by electronic means, through the e-voting platform provided by the National Securities Depository Limited ("NSDL"), on all the resolutions set forth in the notice of the 34th Annual General Meeting. The shareholders of the Company, as on the cut-off date i.e., 13th September, 2019 were entitled to cast their votes through the said e-voting platform. The voting period commenced on 17th September, 2019 at 9.00 a.m. and ended on 19th September, 2019 at 5.00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for the purpose of scrutinizing the votes by the members of the Company in respect of all the resolutions set forth in the Notice convening the 34th Annual General Meeting in a fair and transparent manner.
10. The Chairman thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed ballot paper to such shareholders present at the meeting. Some of the members present who had not voted electronically earlier voted physically and the ballot paper were placed in ballot box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.
11. After this physical voting at the Annual General Meeting was completed, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit a combined final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting.
12. The Chairman thereafter, informed the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, not later than forty-eight hours of the conclusion of the Annual General Meeting, to BSE Ltd., where the equity shares of the Company are listed and also to NSDL.
13. There being no other business the meeting terminated with a vote of thanks to the Chair.
14. Subsequently, the scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, scrutinized the ballot papers diligently and the ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company and accordingly the Scrutinizers Report was

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prepared and submitted to the Chairman, by combining the results of the voting i.e. e-voting and physical voting at the Annual General Meeting showing number of votes polled in favour and against all the resolutions.

15. The Chairman declared that all the resolutions were passed unanimously. The details of the combined results were as under:

Resolution No.: 1 – Ordinary Resolution

“RESOLVED THAT the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, be and the same are hereby received and adopted.”

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	933000	250000	26.80	250000	0	100.00	0.00
	Poll		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	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	312600	0	0.00	0	0	0.00	0.00
	Poll		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

Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT Mr. Rajnikant Devidas Shroff (DIN: 00180810) - Director who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

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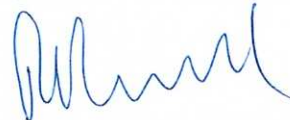
MINUTE BOOK

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	Total		350000	37.51	350000	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	312600	0	0.00	0	0	0.00	0.00
	Poll		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

Confirmed,
28th September, 2019



CHAIRMAN

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