

Nidhan Commercial Co. Ltd.



97, PARK STREET, 5TH FLOOR,
KOLKATA - 700 016
PHONE : 033-2226-7376
CIN : L36911WB1982PLC034794
E-MAIL : NCC_L@HOTMAIL.COM
FAX : 033-2226-8139
WEBSITE : WWW.NIDHANLTD.COM

Date: 04-09-2024

**To,
The Manager
Listing Compliance
The Metropolitan Stock Exchange of India Limited
2nd Floor, Piramal, Agastya Corporate Park,
Building A, Unit 205A, LalBahadur Shastri Marg,
Kurla West, Mumbai, Maharashtra 400070**

**To,
The Manager
Listing Compliance
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001, West Bengal**

**Sub.-: Outcome of Board Meeting held on 04-09-2024 at 04.30 PM and
Concluded at 7.45 PM at the Registered Office of the Company.**

Dear Sir,

With reference to the captioned subject and with reference to SEBI (LODR) Reg. 2015, we wish to inform that Meeting of Board of Directors of the Company is held on 04-09-2024 at 4.30 PM and Concluded at 7.45 PM at the registered office of the Company to transact following businesses:

1. Appointment of CS Mr. Nikunj Kumar Dipakbhai Shah as Company Secretary and Compliance Officer of the Company
2. Resignation of M/s. GGPS & Associates, Chartered Accountants (Firm Registration No. 032345N) due to change in Management of the Company.

Resignation letter is enclosed with this Outcome as per Sub-clause (7A) inserted under Clause A in Part A of Schedule III under Regulation 30(2) of SEBI LODR Regulations with the requisite reasons and disclosures as to be disclosed by listed entities to the stock exchanges in case of resignation of the auditor in a prescribed format.

3. Appointment of M/s. MNT & Associates, Chartered Accountants, having registration number W100115, as Statutory Auditors of the Company for the term of 5 years, from the conclusion of this 42nd Annual General Meeting till the Conclusion of 47th Annual General Meeting 2029, subject to shareholders approval.



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4. Creation of Charge on Moveable and Immovable Properties of the Company, both present and future, subject to shareholders approval as per provisions of Companies Act, 2013.
5. Powers to the Board of Directors to Borrow Money in Excess of Paid Up Capital And Free Reserves of the Company, subject to shareholders approval as per the provisions of Companies Act, 2013.
6. Shifting of Registered Office of the Company from one state to another state to another i.e. from State of West Bengal to State of Maharashtra pursuant to Section 12 and 13 of the Companies Act, 2013, subject to shareholders approval.
7. Alteration in Situation Clause of the Memorandum of Association of the Company pursuant to Section 12 and 13 of the Companies Act, 2013, subject to shareholders approval.
8. Increase in Authorized Share Capital of the Company from Rs. 30,00,000/- (Rupees Thirty Lakhs Only) divided into 3,00,000 (Three Lakhs Only) Equity Shares of Rupee 10/- (Rupees Ten Only) each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crores Ten Lakhs Only) Equity Shares of Rupee 10/- (Rupees Ten Only) each and Consequent Alteration in Clause V of the Memorandum of Association and Alteration in Articles of Association of the Company.
9. Alteration in Object Clause III of Memorandum of Association of the Company as under:

A) Clause III A: of the Objects clause of the Memorandum of Association of the Company to be replaced with following new Main Objects:

1. To carry on the business of Manufacturing, producing, processing, and dealing in all kinds of glass products, including but not limited to flat glass, safety glass, tempered glass, laminated glass, decorative glass, any other type of glass related products.
2. To establish, maintain, and operate factories, plants, and facilities for the manufacturing of glass products, and to acquire, lease, or otherwise obtain land, buildings, and machinery for such purposes.
3. To engage in research and development activities related to the improvement of glass manufacturing processes, the development of new glass products, and the enhancement of glass-related technologies.





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4. To Market distribute and sell glass products both domestically and internationally, and to establish and maintain distribution networks, agents, and dealerships for the same.
5. To import, export and trade in raw materials, chemicals, equipment and Machinery required for the Manufacturing required for the Manufacturing of glass and glass products, as well as any other goods and materials necessary for the business.
6. To provide consultation, advisory, and technical services in the filed of glass manufacturing, glass product design, and glass-related technologies.
7. To engage in recycling and environmentally responsible practices related to the glass industry, including the collection, recycling and reuse of glass materials.
8. To invest in, acquire, merge with or form partnerships with other Companies or businesses engaged in the glass products industry.
9. To apply for patents, trademarks, copyrights, and other forms of intellectual property protection for innovations, designs, and technologies developed by the Company in the Course of its Operations.
10. To conduct training and education programs for employees, customers, and other stakeholders in the glass industry, as well as to participate in industry associations for the advancement of the glass sector.
11. To adhere to all applicable laws, regulations, and environmental standards, governing the manufacturing, disposal, and recycling of glass and glass-related products.
12. To maintain high standard of product quality, safety, and customer satisfaction, and to continuously strive for excellence in the glass and glass products industry.

B) Clause III (B) of the Objects clause of the Memorandum of Association of the Company be titled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE'.

C) Clause III (C) be deleted and 'Other Objects 'with Clause III (C)-'Objects Incidental or Ancillary to the attainment of the Main Objects' to appear under new Clause III(B) 'Matters which are necessary for furtherance of the objects specified in Clause III(A) are' and consequently changing the object numbering as may be appropriate.

C) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013





Brief Details with respect to the said Alteration as required under Regulation 30 read with Para A (14) of Part - A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023 are provided in Annexure I to this letter.

10. Adoption of new set of Articles of Association of the Company as per the Provisions of Companies Act, 2013.

Brief Details with respect to the said Alteration as required under Regulation 30 read with Para A (14) of Part - A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023 are provided in Annexure I to this letter.

11. Reclassification of following Promoters of the Company pursuant to provisions of Regulation 31A (2) read with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as "Listing Regulations") or any other applicable provisions of Listing Regulations and other applicable laws, subject to approval of the members of the company to reclassify the following person from "Promoter Category" to Public Category" since the person is neither involved in the management nor holding any controlling stake in the Company.

None of the aforesaid person has entered into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Sr. No.	Name of Entity	No. of Equity Shares Held	% of Total Equity Capital
1	Ratanlal Dugar	0	0.00%
2	Suman Dugar	0	0.00%
3	Surendra Kumar Dugar	0	0.00%
4	Suman Dugar	0	0.00%
5	Ajit Kumar Dugar	0	0.00%
6	Rina Dugar	0	0.00%
7	Mukesh Kumar Dugar	0	0.00%
8	Ratanlal Dugar HUF	0	0.00%



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9	Jabarmal Dugar	0	0.00%
10	Minu Dugar	0	0.00%
11	Surendra Kumar Dugar HUF	0	0.00%

12. Approved Book Closure dates as 24-09-2024 to 30-09-2024 both days inclusive for Annual General Meeting to be held for FY 2023-2024 and cut-off date as 23-09-2024 for E-voting for Annual General Meeting to be held for FY 2023-2024.

13. Fixed time, date and place for Conducting Annual General Meeting for Financial Year 2023-2024:

Date: 30-09-2024

Time: 02.30 PM

Mode: Venue Meeting at 97 PARK STREET, 5TH FLOOR, KOLKATA – 700016, (WB)

14. Approved Notice and Annual Report along with Directors Report and its Annexures for Annual General Meeting to be held on 30-09-2024 at 2.30 PM at venue of registered office of the company for FY 2023-2024.

Kindly take this intimation in your records.

Thanking you,

Yours Faithfully

For Nidhan Commercial Co. Ltd.

Managing Director

(RISHAB DUGAR)

MANAGING DIRECTOR

DIN: 01389334



ANNEXURE I:

AMENDMENTS TO MOA & AOA OF THE COMPANY, IN BRIEF:

Amendments to MOA:

- The Board of Directors of the Company at its Meeting held today i.e. September 04, 2024 subject to approval of the Members, approved alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company as below:

CLAUSE II: The Registered Office of the Company will be situated in the State of Mahashtra.

- Furthermore, Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013 such that following Clause be altered and amended as follows:
- Amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

CLAUSE III:

A) Clause III A: of the Objects clause of the Memorandum of Association of the Company to be replaced with following new Main Objects:

1. To carry on the business of Manufacturing, producing, processing, and dealing in all kinds of glass products, including but not limited to flat glass, safety glass, tempered glass, laminated glass, decorative glass, any other type of glass related products.
2. To establish, maintain, and operate factories, plants, and facilities for the manufacturing of glass products, and to acquire, lease, or otherwise obtain land, buildings, and machinery for such purposes.
3. To engage in research and development activities related to the improvement of glass manufacturing processes, the development of new glass products, and the enhancement of glass-related technologies.
4. To Market distribute and sell glass products both domestically and internationally, and to establish and maintain distribution networks, agents, and dealerships for the same.





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5. To import, export and trade in raw materials, chemicals, equipment and Machinery required for the Manufacturing required for the Manufacturing of glass and glass products, as well as any other goods and materials necessary for the business.
6. To provide consultation, advisory, and technical services in the filed of glass manufacturing, glass product design, and glass-related technologies.
7. To engage in recycling and environmentally responsible practices related to the glass industry, including the collection, recycling and reuse of glass materials.
8. To invest in, acquire, merge with or form partnerships with other Companies or businesses engaged in the glass products industry.
9. To apply for patents, trademarks, copyrights, and other forms of intellectual property protection for innovations, designs, and technologies developed by the Company in the Course of its Operations.
10. To conduct training and education programs for employees, customers, and other stakeholders in the glass industry, as well as to participate in industry associations for the advancement of the glass sector.
11. To adhere to all applicable laws, regulations, and environmental standards, governing the manufacturing, disposal, and recycling of glass and glass-related products.
12. To maintain high standard of product quality, safety, and customer satisfaction, and to continuously strive for excellence in the glass and glass products industry.

B) Clause III (B) of the Objects clause of the Memorandum of Association of the Company be titled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE'.

C) Clause III (C) be deleted and 'Other Objects 'with Clause III (C)-'Objects Incidental or Ancillary to the attainment of the Main Objects' to appear under new Clause III(B) 'Matters which are necessary for furtherance of the objects specified in Clause III(A) are' and consequently changing the object numbering as may be appropriate.

D) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013



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Clause (V) : The Authorised Share Capital of the Company is Rs. 11,00,00,000/- [Rupees Eleven Crores only] divided into 1,10,00,000 [One Crores Ten Lakhs Only] Equity Shares of Rs. 10.00 [Rupees Ten only] each.

- Furthermore, The Board of Directors of the Company at its Meeting held today i.e. September 04, 2024 subject to approval of the Members, approved alteration of Situation Clause (Clause II) of the Memorandum of Association of the Company as below:

Clause (IV): The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Amendments to AOA:

The Board of Directors of the Company at its Meeting held today i.e. September 04, 2024 approved adoption of new set of Articles of Association ('AOA') based on the Form of Table F as prescribed under the Companies Act, 2013 in place of existing Articles of Association of the Company as several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.



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The details as required under Regulation 30 of the Listing Regulations No. CIR/ CFO /CMD/4/2015 dated September 09, 2015 are as follows:

BREIF PROFILE OF COMPANY SECRETARY/COMPILANCE OFFICER & STATUTORY AUDITORS APPOINTED ARE AS UNDER PURSUANT TO SEBI (LODR) REGULATIONS, 2015:

Name	NIKUNJ KUMAR DIPAKBHAI SHAH
Education Qualifications	COMPANY SECRETARY
Reason For Change	APPOINTMENT
Date Of Appointment	04-09-2024
Brief Profile	More than 5 years of Experience in the filed of Legal and Compliance in drafting of Legal Documents and having expertise in Company Laws, Securities Market Laws
Disclosure of relationships between directors (in case of appointment of a director).	No Relationship with existing director of the Company.

Name	MNT AND ASSOCIATES
Education Qualifications/type of Firm	CHARTERED ACCOUNTANT FIRM
Reason For Change	APPOINTMENT
Date Of Appointment	04-09-2024
Brief Profile	More than 10 years of experience in handling various Statutory Audits, Internal Audits, Forensic Audits, GST Audit and Due Diligence of Corporates and other Entities
Disclosure of relationships between directors (in case of appointment of a director).	No Relationship with existing director of the Company.

For Nidhan Commercial Co. Ltd.

Rishab Dugar

Managing Director