

**N D METAL
INDUSTRIES LTD**

www.ndmil@ndmil.com

31st Annual Report

**Financial Year 2016-2017
Assessment Year 2017-2018**



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31ST ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ajay Kumar Garg	-	Chairman and Managing Director
Mrs. Harsh Rekha Garg	-	Non-Executive Director
Mr. Rajkumar Pathak	-	Independent Director (Resign w.e.f. 29.03.2017)
Mr. Rajesh Banal	-	Independent Director (appointed w.e.f 29/03/2017)
Mr. Piyush Garg	-	Independent Director (appointed w.e.f 29/03/2017)
Mr. Lalu Mandal	-	Independent Director (appointed w.e.f 23/06/2017)
Mr. Shyam Sunder Sharma	-	Independent Director (appointed w.e.f 29/03/2017) &(Resign w.e.f. 19.06.2017)

AUDITORS

M/s. Sudesh & Associates,
Chartered Accountant.

REGISTERED OFFICE

417 Maker Chamber V Nariman
Point, Mumbai- 400 021, Maharashtra
Tel: 022- 22822383/ 22822384
Email Id:ndmil@ndmil.com
Website: www.ndmil.com
CIN: L51900MH1984PLC032864

REGISTRARS & SHARE TRANSFER AGENTS

Big Share Services Private Limited
Bharat Tin Works Building 1st Floor Opp.
Vasant Oasis Makwana Road
MarolAndheri – East
Mumbai – 400059 Maharashtra
SEBI Reg No. INE000001385
Email Id:admin@bigshareonline.com

BANKERS

Canara Bank
State Bank of India

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of M/s. N D Metal Industries Limited will be held on Friday, 29th September, 2017 at 12.00 Noon at Registered Office of the Company at 417 Maker Chamber V, Nariman Point, Mumbai- 400 021, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mrs. Harsh Rekha Garg (DIN: 00846444), the Director, who though liable to retire by rotation to enable compliance by company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. To appoint M/s. Ravindra Tiwari & Associates, Chartered Accountants, Mumbai (Registration No. 134778W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the Financial Year ended as on 31/03/2018.

Therefore, shareholders are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Ravindra Tiwari & Associates, Chartered Accountants, Mumbai (FRN: 134778W) be and hereby appoints as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the company subject to ratification of member of the company in every Annual General Meeting of the company, also the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31/03/2018 in consultation with the auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Rajesh Bansal (DIN: 00889737), who was appointed as an Additional Director of the Company with effect from 29th March, 2017 under Section 161 of the Act, and is hereby appointed as an Independent Director of the company to hold office for a term up to five consecutive years commencing from 29th March, 2017."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification

or amendment thereof, Mr. Piyush Garg (DIN: 00988914), who was appointed as an Additional Director of the Company with effect from 29th March, 2017 under Section 161 of the Act, and is hereby appointed as an Independent Director of the company to hold office for a term up to five consecutive years commencing from 29th March, 2017."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Lalu Shrichhathu Mandal (DIN: 07852067), who was appointed as an Additional Director of the Company with effect from 23rd June, 2017 under Section 161 of the Act, and is hereby appointed as an Independent Director of the company to hold office for a term up to five consecutive years commencing from 23rd June, 2017."

**By Order of the Board of Director
For N D Metal Industries Limited**



**Ajay Kumar Garg
(Chairman & Managing Director)
Registered Office:
417 Maker Chamber V, Nariman
Point Mumbai- 400 021**

**Date: 29/05/2017
Place: Mumbai**

Notes:

A member is entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.

Corporate members are requested to send duly certified a copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (including through remote e-voting) or any adjournment thereof.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are

requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September, 2017 to 29th September, 2017 for the purpose of the Annual General Meeting of the Company.

The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection during the Annual General Meeting.

Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) - M/s. Big Share Services Private Limited, Bharat Tin Works Building 1st Floor Opp. Vasant Oasis Makwana Road Marol Andheri – East Mumbai – 400059 Maharashtra and are further requested to always quote their Folio Number in all correspondences with the Company.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Big Share Services Private Limited.

Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form No. SH-13 duly filled into the Company's R & T Agents. Members holding shares in electronic form may contact their respective Depository Participants for availing themselves of this facility.

Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate the risks associated with physical shares and for ease of portfolio management. Members can contact the Company's R & T Agents for assistance in this regard.

MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.anuvinind.com to register the email id. An electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.

A route map showing directions to reach the venue of the meeting is given in the Annual Report.

Process and manner for Members opting to vote through electronic means:

Voting through electronic means pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 31st Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The voting period begins on Tuesday, 26th September, 2017 at 09.00 a.m. and ends on Thursday, September 28th, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date i.e. September 22nd, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 28th, 2017.

Members holding shares in physical or in Demat form as on September 22nd, 2017 shall only be eligible for e-voting.

The instructions to members for voting electronically are as under:-

- a) The shareholders should log on to the e-voting website www.evotingindia.com
- b) Click on Shareholders.
- c) Now Enter your User ID;
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your Demat account or in the company records in order to log in.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) 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.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant<Company name> on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q) If the Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user 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.
 - 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.
 - 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.
- s) 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.

1. General Instructions/information for members for voting on the Resolutions :

- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the Meeting.
- b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of

Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through a poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from the conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.ndmil.com and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial year 2016-2017 will also be available on the Company's website www.ndmil.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: www.ndmil.com

Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item Nos. 4, 5 and 6

Based on the recommendation of the Nomination, Remuneration Committee, Mr. Rajesh Bansal(DIN: 00889737), Mr. Piyush Garg (DIN: 00988914) and Mr. Lalu Shrichhathu Mandal(DIN: 07852067), was appointed as an Additional Director on the Board of the Company with effect from 29th March, 2017, 29th March, 2017 and 23rd June, 2017 to hold office up to the date of the Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of all above mentioned three as a Director of the Company.

None of them is related to any of the Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 4, 5 & 6 of this Notice are accordingly commended for your approval.

By Order of the Board of Director
For N D Metal Industries Limited



Ajay Kumar Garg
(Chairman & Managing Director)
Registered Office:
417 Maker Chamber V Nariman
Point Mumbai- 400 021

Date: 29/05/2017
Place: Mumbai