

32nd Annual Report

Financial Year 2017-2018
Assessment Year 2018-2019



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32nd ANNUAL REPORT YEAR ENDED 31-03-2018

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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. Rajesh Banal	-	Independent Director
Mr. Piyush Garg	-	Independent Director
Mr. Lalu Mandal	-	Independent Director (appointed w.e.f 23/06/2017)

AUDITORS

M/s. Suvarna & Katdare,
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
Marol Andheri – 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 32nd Annual General Meeting of the Members of N D Metal Industries Limited will be held on Saturday, 29th September, 2018 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, 2018 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Ajay Kumar Garg (DIN: 00988977), 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.

SPECIAL BUSINESS:

3. 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**

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

**Date: 02/09/2018
Place: Mumbai**

Notes:

1. **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 THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF**

THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. **Only bonafide member's 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.**
4. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
5. 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.
6. The Register of Members and Share Transfer books will remain closed from Wednesday, 26th day of September, 2018 to Saturday, 29th day of September, 2018. (Both days inclusive).
7. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**
8. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
9. At the 31st Annual General Meeting of the Company held on 29th September, 2017, the members approved appointment of M/s. Suvarna & Katdare, Chartered Accountants (Firm Registration No 125080W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 36th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of

auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 32nd Annual General Meeting.

10. In case of any queries regarding the Annual Report, members may write to ndmil@ndmil.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready.
11. Additional information, pursuant to Regulation 36 of the SEBI (Listing and Obligations Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished to the Notice. The directors have furnished their consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules, thereunder.
12. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) - and are further requested to always quote their Folio Number in all correspondences with the Company.
13. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details alongwith self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
14. Members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
15. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office of the Company at least ten days in advance of the meeting to enable the company to provide the information required, at the meeting.
17. 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.

18. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
19. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
21. The Notice of 32nd Annual General Meeting and instructions for e-voting along with Assent / Dissent Form, Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
22. Route Map for the venue of the proposed AGM of the company, is appearing at the end of the Annual Report.
23. **E-Voting process:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting to be held on Saturday, 29th September, 2018. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting either through ballot / polling paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Saturday, 22nd September, 2018 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the

equity shares held by them as on the Cut-off Date i.e. Saturday, 22nd September, 2018, only. The e-voting facility is available at the link www.evotingindia.com

(A) Procedure/ Instructions for e-voting are as under:

- (a) The remote e-voting period will commence on Wednesday, 26th September, 2018 (09.00 a.m.) and ends on Friday, 28th September, 2018 (5.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, 22nd September, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (b) Open web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (c) Now click on “Shareholders” to cast vote.
- (d) Fill up the following details in the appropriate boxes:
- (i) Now Enter User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ii) Next enter the Image Verification as displayed and Click on Login.
- (iii) Member 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.
- (iv) If member is a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 (printed on the address sticker) 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.
DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Dividend Bank	If both the details are not recorded with the depository or company please

Details or Date of Birth (DOB)	enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d)(i).
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- (e) After entering these details appropriately, click on “SUBMIT” tab.
- (f) 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 change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution 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.
- (g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Click on the EVSN for **N D METAL INDUSTRIES LIMITED** on which members choose to vote.
- (i) On the voting page, Members 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 assent to the Resolution and option NO implies dissent to the Resolution.
- (j) Click on the ‘Resolution File Link’ to view the entire AGM Notice.
- (k) After selecting the resolution member have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. To confirm the vote, click on “OK”, else to change vote, click on “CANCEL” and accordingly modify the vote.
- (l) Once member ‘CONFIRM” the vote on the resolution, member will not be allowed to modify vote.
- (m) Member can also take out print of the voting done by clicking on “Click here to print” option on the Voting page.
- (n) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (o) Note for Institutional Shareholders and Custodian:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- 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, a 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 linked in the login 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Saturday, 29th September, 2018.

Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings

Name of the Director	Ajay Kumar Garg (DIN: 00988977)	Lalu S Mandal (DIN: 07852067)
Date of Birth	02/10/1958	03.07.1963
Nationality	Indian	Indian
Date of appointment on the Board	01.08.1993	23.06.2017
Qualifications	Graduate	Intermediate
Expertise	Business	
No. of Shares held in the company	1,90,000	-
List of the directorship held in other Company	<ul style="list-style-type: none"> ▪ MATSUN CASTING PRIVATE LIMITED ▪ BUDHRANI HOUSING DEVELOPERS PRIVATE LIMITED ▪ KARSHNEY DEVELOPERS PRIVATE LIMITED ▪ KRISHNA ORGANISORS AND BULDERS PVT LTD ▪ ANI DEVELOPERS PRIVATE LIMITED ▪ BHAGYODAYA SALES LIMITED ▪ DARI TRADERS PRIVATE LIMITED ▪ SPRING MERCHANDISERS PRIVATE LIMITED ▪ BANDRA MERCHANDISERS PRIVATE LIMITED 	-
Chairman/Member of the committees of the board of other companies in which he/she is director	-	-