N.D. METAL INDUSTRIES LIMITED

www.ndmil.com

28th Annual Report

Financial Year 2012-2013
Assessment Year 2013-2014

417, Maker Chambers (V), Nariman Point, Mumbai-400021. 022-22822383, 022-22852452
ndmil@ndmil.com

NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of **N. D. METAL INDUSTRIES LIMITED** will be held on Friday, the 28th September, 2013 at the Registered Office of the Company at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.

2. To Re-appoint Harsh Rekha Garg, a Director of the Company who retires by rotation and being eligible, offers herself for reappointment.

3. To declare dividend on equity share.

4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Place: Mumbai.
Dated: 2nd September, 2013.

Registered Office:
417, Maker Chamber V,
Nariman Point,
Mumbai – 400 021.

BY ORDER OF THE BOARD OF DIRECTORS

AJAY KUMAR GARG
(Chairman & Managing Director)

Encl.: Notes.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

2. Proxies in order to be effective should be duly completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

3. The Register of Members and Share Transfer Books of the Company remained closed from 20st September, 2013 to 28th September, 2013 (both days inclusive).

DIRECTOR'S REPORT

To The Members of
N. D. METAL INDUSTRIES LTD.

Your Directors have the pleasure in presenting their 28th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	2012-2013 ₹	2011-2012 ₹
Net Sales & Other Income	2,32,39,708	22,05,12,027
Profit before Depreciation & Taxes	58,85,686	(32,26,275)
Depreciation	32,02,132	31,94,367
Provision for Taxation & Fringe Benefit Tax	2,51,303	4,75,000
Deferred Tax Assets(+)/Liability(-)	-	-
Profit after tax	24,32,251	(68,95,642)
Profit/(Loss) brought forward from Previous Year	38,04,601	1,07,55,403
Profit available for appropriation	62,36,852	38,59,761

1) **LISTING**
The Equity Shares of the Company are listed on the Mumbai, Stock Exchange and all the applicable listing fees have been paid uptodate.

2) **DIVIDEND**
The boards of directors do not recommend any dividend for the year.

3) **PUBLIC DEPOSIT (Section 58-A):**
The Company has not accepted any deposits from the public within the meaning of Section 58-A of the Companies Act, 1956 in the year under review.

4) **PERSONNEL:**
During the year, none of the employees was in receipt of remuneration exceeding ₹ 24,00,000 per annum or ₹ 2,00,000 per month and accordingly, the Company has no information to report to the Members under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975, as amended from time to time.

5) **PARTICULARS OF DIRECTORS:**
Harsh Rekha Garg retiring by rotation at the forth-coming Annual General Meeting and being eligible, offer herself for re-appointment.

6) **CORPORATE GOVERNANCE:**

The guidelines on Corporate Governance were not applicable to our Company during the Financial Year 2012-13 as our paid up capital is less than 3 Crore.

7) **DEMATERIALISATION:**

As per the SEBI directives, your Company's shares have been included in the compulsory demat list for trading for all investors w.e.f. 06th May'2001.

8) **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed.

(i) That in the preparation of the accounts for the financial year ended 31stMarch, 2013, the applicable accounting standards have been followed

(ii) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;

(iii) That the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2013 on going concern basis.

9) **AUDITOR'S AND THEIR REPORT:**

During the year under review M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai tendered their resignation as Statutory Auditors of the Company vide their letter dated April 12, 2013.

M/s. Sudesh & Associates, Chartered Accountants, Mumbai, were appointed as a Statutory Auditor by members in the Extraordinary General Meeting held on April 17, 2013. M/s. Sudesh & Associates, Chartered Accountants, Mumbai, will retire as Statutory Auditors of the Company at the ensuing Annual General Meeting and have given their consent for re-appointment. In terms of the provisions of Section 225 of the Companies Act,1956, the appointment of Auditors of the Company requires the approval of the shareholders by way of an ordinary resolution. An appropriate resolution has been included in the Notice of the Your Company has received the eligibility certificate under section 224(1B) of the Companies Act, 1956 from M/s. Sudesh & Associates, Chartered Accountants, Mumbai.

The notes to the accounts referred to in Auditors Report are self-explanatory and, therefore, do not call for any further comments.

10) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOINGS (Section 217 (e):

Additional information on Conservation of Energy, Technology Absorption, Foreign exchange earnings and outgoings as required to be disclose terms of Section 217(1)(e) of the Companies Act, 1956, is given in the Annexure forming part of this report.

11) ACKNOWLEDGEMENTS:

The Directors thank all those who have contributed their best to the present success of the Company, all the Employees, Customers, Suppliers, Shareholders and Bankers for their sustained support.

FOR AND ON BEHALF OF THE BOARD OF DIRECTOR

AJAY KUMAR GARG
(Chairman & Managing Director)

Place: Mumbai.
Date: 2nd September, 2013

ANNEXURE 'A' TO THE DIRECTOR'S REPORT FOR PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1999.

Disclosure of Particulars with respect to Conservation of Energy					
PARTICULARS				2012-2013	2011-2012
A.	**POWER & FUEL CONSUMPTION AT FACTORY**				
	1.	Electricity			
		(a).	Purchases (Units)	64,970	1,39,209
			Total Amount (₹)	2,18,952	4,69,134
			Rate per Unit (₹/Unit)	3.37	3.37
		(b)	Own Generation		
			(Through Diesel Generator)		
			Units in KW	-	-
			Total Amount (₹)	-	-
			Rate per KW (₹/KW)	-	-
	2.	Furnace Oil			
			Quantity (In Liters)	-	-
			Total Amount (₹)	-	-
			Average Rate (₹/Liter)	-	-
B.	**CONSUMPTION PER TONNE OF PRODUCTION**				
	1.	Electricity (Units)		2924.73	692.67
	2.	L.D.O./F.O. (Liter)		0	0

C. TECHNOLOGY ABSORPTION

The Company does not require any additional imported or indigenous technology.

D. RESEARCH & DEVELOPMENT

There is no expenditure under this head nor any benefit accrued there under as no Research & Development work has been carried out during the year under review. There is no immediate plan for Research & Development.

E. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

		2012-2013	2011-2012
Foreign Exchange Payments			
I) Purchase of Raw Material	(In ₹)	Nil	Nil
II) Foreign Travelling & Training Exps	(In ₹)	3,10,253	1,08,162

CA. Sudesh R. Shetty
B.Com., F.C.A., D.I.S.A. (ICAI)

SUDESH & ASSOCIATES
CHARTERED ACCOUNTANTS

86/2552, "Shrama Safalya", Pant Nagar, Ghatkopar (East), Mumbai-400 075. Tel. No. 9819276304; 9029037700; 9220634577

AUDITOR'S REPORT

To,
The Member's of
N.D.METAL INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of N.D.METAL INDUSTRIES LIMITED as at 31st March, 2013 and also the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurances about whether the financial statements are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principle used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:

   (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit. In our opinion proper books of Account as required by the law have been kept by the Company so far as appear from our examination of such books.

   b) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of Accounts.

   (c) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of Companies Act, 1956, except
      - *Accounting Standard 15 (Employee benefits) provision of gratuity is not made in accordance with accounting standard 15(revised)*

   (d) Note 25 relating to one time settlement (OTS) made with lender, resulting in waiver of disputed interest for the year, whose benefit has been credited by the Company to the profit and loss account prior to the fulfillment of the condition of settlement. Taking of such credit which has not yet accrued to the Company, has reduced the loss by Rs 3,85,35,669/- and its equivalent effect on the reserve and surplus of the Company.

   (e) On the basis of the written representation received from the directors, and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2013 from being appointed as a director in the terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;

SUDESH & ASSOCIATES MUMBAI Chartered Accountants

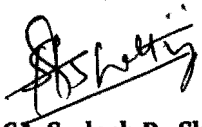
(f) We draw your attention to Note no. 1 (Significant Accounting policies) of clause 5 to 9 forming part of Notes to Accounts as we are unable to comments on the same and Subject to above in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon, give the information as required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

i. In the case of Balance Sheet, of the State of Affairs of the Company as at 31st March 2013 and

ii. In the case of Statement of Profit and Loss, of the profit for the year ended on that date and

iii. In case of Cash Flow Statement, of the cash flows for the year ended on that date.

For SUDESH & ASSOCIATES
Chartered Accountants
Firm Regn.No.131970W





CA. Sudesh R. Shetty
(Proprietor)
M.No. 103550

Place: Mumbai
Date: 2nd September,2013.