

**N D METAL
INDUSTRIES LTD**

www.ndmil@ndmil.com

28th Annual Report

Financial Year 2013-2014
Assessment Year 2014-2015



NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of **N. D. METAL INDUSTRIES LIMITED** will be held on Friday, the 30th September, 2014 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, 2014, 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, 2014.

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 22nd September, 2014 to 30th September, 2014 (both days inclusive).

DIRECTOR'S REPORT

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

Your Directors have the pleasure in presenting their 29th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS:

Particulars	2013-2014 ₹	2012-2013 ₹
Net Sales & Other Income	1,17,47,102	2,32,39,708
Profit before Depreciation & Taxes	29,83,462	58,85,688
Depreciation	30,32,245	32,02,132
Provision for Taxation & Fringe Benefit Tax	1,58,120	2,51,303
Deferred Tax Assets(+)/Liability(-)	-	-
Profit after tax	(2,06,903)	24,32,253
Profit/(Loss) brought forward from Previous Year	62,36,854	38,04,601
Profit available for appropriation	60,29,951	62,36,854

1) LISTING

The Equity Shares of the Company are listed on the Mumbai, Stock Exchange and all the applicable listing fees have been paid up to date.

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 2013-14 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 31st March, 2014, 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, 2014 on going concern basis.

9) AUDITOR'S AND THEIR REPORT:

M/s. Sudesh & Associates, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Company has received a Certificate under Section 224 (1B) of the Companies Act, 1956 from Auditors to that effect that their appointment, if made, would be within the prescribed limits. As regards the Auditors remark, the notes referred to by the Auditors in their report are self-explanatory.

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, 2014

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					2013-2014	2012-2013
A.	<u>POWER & FUEL CONSUMPTION AT FACTORY</u>					
	1.	Electricity				
		(a).	Purchases (Units)		1,30,860	64,970
			Total Amount (₹)		4,40,999	2,18,952
			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.	<u>CONSUMPTION PER TONNE OF PRODUCTION.</u>					
	1.	Electricity (Units)			1363.91	2924.73
	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

	<u>2013-2014</u>	<u>2012-2013</u>
Foreign Exchange Payments		
I) Purchase of Raw Material (In ₹)	Nil	Nil
II) Foreign Travelling & Training Exps (In ₹)	6,41,212	3,10,253

Independent Auditors' Report

To,
The Members of
N.D.METAL INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **N.D.METAL INDUSTRIES LIMITED**, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the period then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

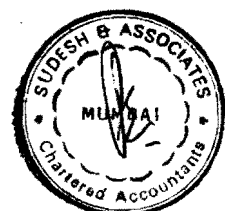
The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



OPINION

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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss of the Company for the period ended on that date and
- (c) In the case of Cash Flow Statement of cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

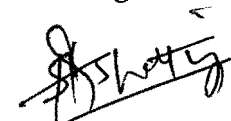
As required by Section 227(3) of the Act, we report that:

- 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;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, and the Statement of Profit and Loss comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, except
 - *Accounting Standard 15 (Employee benefits) provision of gratuity is not made in accordance with accounting standard 15 (Revised)*
- e) *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.4,59,66,076/- and its equivalent effect on the reserve and surplus of the Company.*

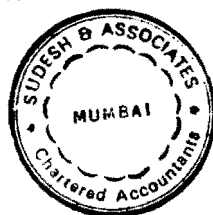


f) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

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



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



Place: Mumbai
Date: 2nd September, 2014