

**N D METAL
INDUSTRIES LTD**

www.ndmil@ndmil.com

30th Annual Report

**Financial Year 2015-2016
Assessment Year 2016-2017**



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

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
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Andheri (E) Mumbai- 400072.
Phone: 022 - 28473474
Email Id: admin@bigshareonline.com

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of M/s. N D Metal Industries Limited will be held on Friday, 30th September, 2016 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:

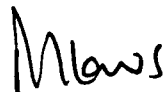
ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 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.
3. To ratify the appointment of M/s. Sudesh & Associates, Chartered Accountants, Mumbai (Registration No. 131970W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the Financial Year 2016-17.

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 and Companies (Audit and Auditors) Rules, 2014, the member hereby consented to ratify the appointment of M/s. Sudesh & Associates, Chartered Accountants, Mumbai (FRN: 131970W) as the Statutory Auditors of the Company to hold office from the conclusion of 30th Annual General Meeting till the conclusion of next ensuing Annual General Meeting to be held, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

By Order of the Board



Ajay Kumar Garg
(Chairman & Managing Director)

Date: 13/05/2016

Registered Office:

**417 Maker Chamber V Nariman
Point Mumbai- 400 021**

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 proxy and such person shall not act as a proxy for any other person or member.

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 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, 2016 To 30th September, 2016 for the purpose of the Annual General Meeting of the Company.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.

- 1. The Members are requested to:**
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Big Share Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri (E) Mumbai- 400072 in respect of their holdings in physical form.**
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.**
 - (c) Non-Resident Indian Members are requested to inform M/s. Big Share Services Private Limited immediately of the change in residential status on return to India for permanent settlement.**
 - (d) Register their email address and changes therein from time to time with M/s. Big Share Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in Demat form.**
- 2. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.**
- 3. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them in physical form**

Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Big Share Services Private Limited and have it duly filled and sent back to them.

4. Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting. 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. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

5. 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 33rd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The instructions to members for voting electronically are as under:-

- a) The voting period begins on **Tuesday, September 27, 2016 at 09.00 a.m. and ends on Thursday, September 29 2016 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 23, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 29, 2016.
- b) Members holding shares in physical or in Demat form as on **September 23, 2016** shall only be eligible for e-voting.
- c) The shareholders should log on to the e-voting website www.evotingindia.com
- d) Click on Shareholders.
- e) 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.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.

h) 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/yyyy format) as recorded in your demat account or in the company records in order to login.</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).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) 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.
- l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the relevant<Company name> on which you choose to vote.
- n) 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.
- o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- p) 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.
- q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- s) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system

- t) 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 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 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.
- u) 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 poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from 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 financial year 2015-2016 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

By Order of the Board of Directors,



Ajay Kumar Garg
Chairman & Managing Director

Place: Mumbai
Date: 13/05/2016

Annexure to the Item No.-2 of the Notice

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Ajay Kumar Garg
Date of Birth	02/10/1958
Nationality	Indian
Date of appointment on the Board	01/08/1993
Qualifications	Graduate
Expertise	In Business
No. of Shares held in the company	1,90,000
List of the directorship held in other Company	1 Companies
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman-Nil Member –Audit Committee, Stakeholder Committee
Relationship, if any, between director's inter se	Spouse of Mrs. Harsh Rekha Garg
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);	

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. Standalone Financial Summary or performance of the company:

(In Rs.)

PARTICULARS	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
Revenue from operations	0	1,559,815
Revenue from Other Income	7,373,299	7,199,682
Total Income	7,373,299	8,759,497
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	33,55,699	37,82,231
Less: Financial expenses	2,807	31,695
Operating profit before Preliminary expenses, Depreciation & Taxation	33,52,892	37,50,536
Less: Depreciation & Preliminary expenses written off	3,057,287	3,043,794
Profit before Taxation	295,605	7,06,742
Less : Provision for Taxation Current Tax Short/(Excess) tax provision for earlier years Deferred Tax	20,000	61,000
Profit after Taxation	275,605	6,45,742
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Add: Balance brought forward	-	-
Profit available for appropriation	-	-

1. Review of Operations:

The performance of the company during the year was down. The company during the year has posted a Income of Interest and Share of Profit of Rs. 73,73,299 as against Rs. 87,59,497 during the previous year. The revenue of the company has decreased as compare of previous year. As this year is a year of slight recovery for real estate business in India, the government of India is now paying considerable interest in policy liberalizations, simplification of approval process, more tax benefit for home loan interest and others because of that new hope has been pumped in this sector and it is expected that in future more such effort will help to rejuvenate this sector. As various new things are in line in this sector and government vision of affordable housing to all, it seems that real estate sector is going to perform well in future.

2. Dividend

During the year the company has made heavy investment hence because of that finance cost has increase considerable and even after good turnover as compare to previous year, after tax profit figure comes in negative hence In order to conserve resources for the operating business and in order to improve the performance the company, your director do not recommend any dividend for the financial year 2015-16.

3. Reserves

As there is no after tax profit for the company hence no amount to transfer to reserve of the company for the year under review.

4. Matters Related To Directors And Key Managerial Personnel:

A. Composition of the Board:

The company have three directors in his Board viz; Mr. Ajay Kumar Garg who is a Chairman and Managing Director of the company, Mrs. Harsh Rekha Garg is an Non Executive Director, Mr. Rajkumar Pathak is an Non Executive Director of company.

B. Changes in Directors and Key Managerial Personnel:

During the year under review, there were no changes in Directorship and Key Managerial Personnel.

C. Director's attendance record and details of Directorships Positions held:

Name of Director	Designation & Category of Directorship	No. of Board Meeting attended
AJAY KUMAR GARG	Managing Director	4
HARSH REKHA GARG	Non-Executive Director	4
RAJKUMAR PATHAK	Non-Executive Independent Director	4

4.1 Declaration by an Independent Director(s) and re- appointment:

The company during the year under review has taken a declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The company as a set of Practice Company used to take declaration of Independence from Independent Director in the first board meeting of directors after their appointment and in every first board Meeting of the Financial Year. An independent director who has been appointed in last AGM shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

5. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and pursuant of Regulation of Listing Obligation and Disclosure Requirement, the Board, in consultation with Internal Auditor, had carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The Board of Directors expressed their satisfaction with the evaluation process.

6. Number of meetings of the Board of Directors:

During the year under review company have 4 Board Meetings as on 30 May 2015; 14 Aug 2015; 14 Nov 2015; and 15 Feb 2016 and 4 Audit committee meeting were convened and held, the details of which are given in the Corporate Governance Report. The Intervening gap between the meetings was within the period prescribed under the companies act, 2013.