

# **35<sup>th</sup> ANNUAL REPORT 2020-21**

## **N D METAL INDUSTRIES LIMITED**

## BOARD OF DIRECTORS

Mr. Harsh Rekha Garg  
Mr. Rajesh Bansal  
Mr. Piyush Garg  
Mr. Ajay Kumar Garg  
Mr. Ajay Kumar Garg  
Mr. Lalu S Mandal

- Women Director
- Director
- Director
- Managing Director
- Chief Financial Officer
- Director

Mrs. Sweta Gupta

- Company Secretary  
w.e.f. 01.07.2021

## STATUTORY AUDITORS

M/s Suvarna & Katdare.  
(Chartered Accountants)

## SECRETARIAL AUDITORS

M/s G V Jain & Company  
(Company Secretaries)

## REGISTERED OFFICE

417, Maker Chamber V  
Nariman Point, Mumbai – 400 021  
Maharashtra

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## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF N D METAL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT 417, MAKER CHAMBERS V, NARIMAN POINT, MUMBAI 400021 AT 3.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS: \_ \_ \_ \_ \_**

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### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021, and Reports of Board of Directors & the Auditors Report thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Garg (**DIN: 00988977**), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor M/s Suvarna & Katdare , Chartered Accountants, who shall hold office from this 35<sup>th</sup> Ensuing Annual General Meeting till next 36<sup>th</sup> AGM to be held in year 2022.

**Date : 20/08/2021**  
**Place : Mumbai**

**By Order of the Board**  
**N D METAL INDUSTRIES LIMITED**

**Regd. Office : 417, Maker Chamber**  
**Nariman Point**  
**Mumbai 400021**

**Ajay Garg**  
**(Managing Director)**  
**DIN: 00988977**

## NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

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.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the 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 and such person shall not act as a proxy for any other person or member.

2. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 23<sup>rd</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (both days inclusive) for annual closing for the financial year 2020-21.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited.
4. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
5. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited, in case of shares held in physical form on or before Monday, 20<sup>th</sup> September, 2021. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
6. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
7. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.

8. Members who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the previous years if any are requested to make their claims to the Company at the earliest. The dividends that are not encashed/ claimed within seven years from the date of declaration of dividend will as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
9. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at [www.ndmil.com](http://www.ndmil.com).
10. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
11. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**Date : 20/08/2021**  
**Place : Mumbai**

**By Order of the Board**  
**N D METAL INDUSTRIES LIMITED**

**Regd. Office : 417, Maker Chamber**  
**Nariman Point**  
**Mumbai 400021**

**Ajay Garg**  
**(Managing Director)**  
**DIN: 00988977**

### **APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

The details pertaining to appointment or re-appointment of the Directors as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows:

<b>Name of the Director</b>	<b>Ajay Kumar Garg (DIN: 00988977)</b>
Date of Birth & Nationality	02/10/1958 & Indian
Date of Appointment	01.08.1993
Qualification	Graduate
List of outside Directorship held as on 31 <sup>st</sup> March, 2021 (Excluding Private Limited Companies and Foreign Companies)	Nil
Chairman/Member of the Committee of Board of Directors of the Company as on 31 <sup>st</sup> March, 2021	Nil
No of Shares held in the Company as on 31 <sup>st</sup> March, 2021	190,000

**Date : 20/08/2021**  
**Place : Mumbai**

**By Order of the Board**  
**N D METAL INDUSTRIES LIMITED**

**Regd. Office : 417, Maker Chamber Nariman Point**  
**Mumbai 400021**

**Ajay Garg**  
**(Managing Director)**  
**DIN: 00988977**

## **DIRECTORS' REPORT**

To,

The Members,

**N D METAL INDUSTRIES LIMITED**

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

### **Financial Summary or Highlights/Performance of the Company** (Standalone)

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Total Income	2,84,75,447	6,92,83,147
Expenditure	3,19,42,049	7,39,91,238
Profit / Loss before Tax	(34,66,602)	(47,08,091)
Taxes paid and provided	-	2,90,356
Deferred tax liability / (-) asset	(5,29,172)	(6,39,206)
Profit / Loss after Tax	(29,37,430)	(43,59,241)
Proposed Final Dividend	0	0
Dividend distribution tax	0	0
Balance carried to Balance Sheet	(29,37,430)	(43,59,241)

### **Operational Performance:**

Revenue from operations of the Company is Rs. 2,06,78,802/- as compared to Rs. 3,95,24,154/- the revenue has decreased as compared to previous year.

Loss of the Company is Rs. 29,37,430/- as compared to Rs.43,59,241 /- of the previous Year, the Loss has decreased as compared to previous year.

### **Dividend:**

In view of further expansion of the business, the Board of Directors of your Company does not recommend any dividend for the year ended 31<sup>st</sup> March, 2021.

**Transfer To Reserves & Surplus:**

The Company has not transferred any amount to the Reserves & Surplus during the Year under Review.

**SHARE CAPITAL:**

The paid-up Equity Share Capital as at March 31, 2021 stood at Rs.2,48,00,000. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2021, none of the Directors of the Company hold instruments convertible into equity shares of the Company. The Company's Equity Shares are listed on BSE Limited and available for trading.

**Change In the Nature of Business, If Any:**

No Changes have occurred in the Nature of the Business during the Year under Review.

**Material Changes and Commitments, If Any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

No Material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

**Details Of Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status And Company's Operations In Future:**

No Significant and Material Orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the Year under Review.

**Details of Subsidiary/Joint Ventures/Associate Companies and Financial Performance thereof:**

As on March 31, 2021 the Company has No Subsidiary and Associate Company.

No Company has become or has ceased to become a Subsidiary/Associate Company during the Year under review.



**Deposits:**

The Company has not accepted any Deposits within the meaning of section 73 of the Companies Act, 2013 and the Rules made there under. Hence, there is nothing to Report in this Matter. However, the Company continues to enjoy Loans from Director, which are exempted under Rule 2(1) (viii) of the Companies (Acceptance of Deposit) Rules, 2014.

**Auditors:****Statutory Auditors:**

**M/s. SUVARNA & KATDARE**, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible to offer themselves for re-appointment.

**M/s. SUVARNA & KATDARE., Chartered Accountants**, have furnished a certificate, confirming that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act. Pursuant to the provisions of the Act and the Rules made there under, it is proposed to appoint **M/s. For SUVARNA & KATDARE., Chartered Accountants**; as the statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the next Annual General Meeting, subject to ratification at every subsequent Annual General Meeting held after this Annual General Meeting.

Members are requested to consider the re-appointment of **M/s. SUVARNA & KATDARE., Chartered Accountants** and authorize the Board of Directors to fix their remuneration.

**Secretarial auditors:**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed G V Jain & Co, Practicing Company Secretary , CP No: 13100 to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2021.

**Auditors' Report:**

Report of Statutory Auditors of the Company is self-explanatory and do not call for separate explanation from the Board.

**Secretarial Audit Report:**

A Secretarial Audit Report given by CS Gunjan Vijendra Jain, a Company Secretary in practice is being annexed with the report. **Annexure – IV.**

**Director's Reply on the Observations on the Secretarial Audit Report:**

Serial No.	Secretarial Auditors Remarks	Directors Reply
1.	Observation Related to Compliance with the SEBI Rules/ Guidelines/ Regulations/ LODR	Effective Steps are taken by the Company to strengthen the System of maintaining Internal Records
2.	the Company is in the process of making necessary Disclosures on the Website of the Company	Effective Steps are taken to make necessary disclosure on the Website of the Company
3.	The Company have not paid Listing Fees for FY 2020-21	The Company is in process to pay listing fees.
4.	The Company has delayed the filing of Annual Report for 2019-20 with BSE	The Company have filed the same with Stock Exchange and completed the Compliance in November 2020 for AGM 30 <sup>th</sup> September 2020.
5.	The Company Secretary has been appointed by the company in September 2019,	The Company was in Search of suitable candidate till September 2019.
6.	The Company has not appointed an Internal Auditor in pursuance of Section 138 of the Companies Act ,2013	The Company is in process to appoint Internal Auditor.
7.	The Company has delayed in filing of Form for Appointing Company Secretary.	The same will be taken care of in future.
8.	As required under Regulation 6 of SEBI Listing Regulations 2015 Compliance Office should be qualified member of the Institute of Company Secretaries of India, however the same is not complied with.	The Company is in process to appoint the same.

**Share Capital:**

The paid up Equity Share Capital as on March 31, 2020 was Rs. 24,800,000/- during the year under review. The Company has not issued any shares.