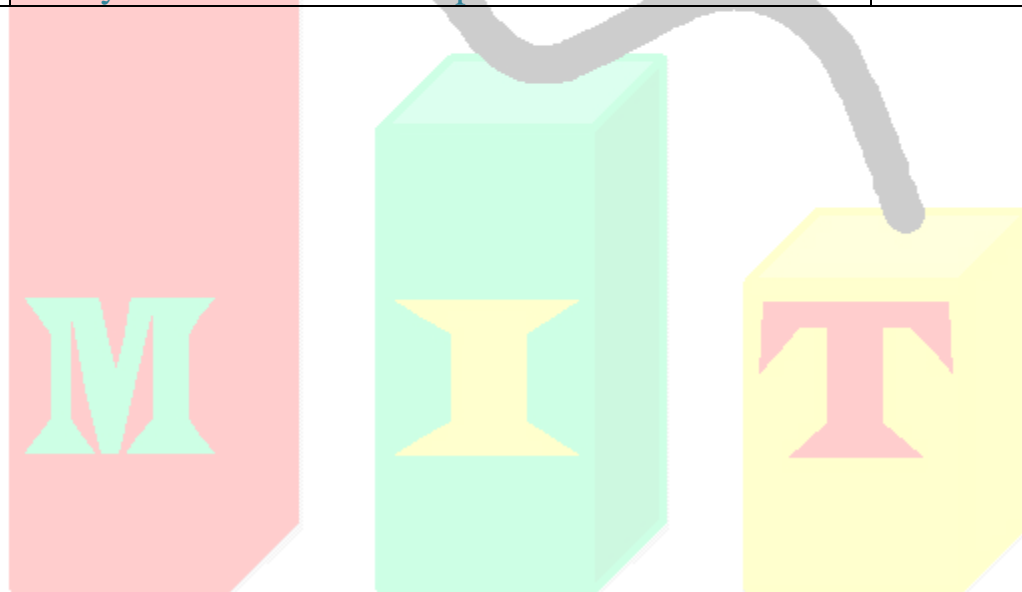


MAHADUSHI INTERNATIONAL TRADE LIMITED



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CORPORATE INFORMATION

BOARD OF DIRECTORS (AS ON 31.03.2015)

RAJU YADAV

DHARMENDRA

RADHIKA THAPLIYAL

RAJESH VERMA

COMPLIANCE OFFICER

RAJU YADAV

STATUTORY AUDITORS

M/s. S.A. JAIN & ASSOCIATES,
Chartered Accountants

BANKER TO THE COMPANY

Oriental Bank of Commerce, New Delhi

REGISTERED OFFICE

3/12, Ground Floor, Asaf Ali Road, New Delhi

Phone: 011-32317018

Email Id: mditrade@yahoo.com

Website: www.mahadushiinternational.com

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial and Computers Services Private Limited

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping centre,

Near Dada Harsukh Das Mandir,

New Delhi-110062

Tel.: 011-29961281/83; Fax No. – 011-29961284

Email Id: beetal@rediffmail.com

Website: www.beetalfinancial.com

ANNUAL GENERAL MEETING

Date & Time : 29th September, 2015 at 09:30 A.M.

Day : Tuesday

Venue : Retreat ' Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi – 110036



MAHADUSHI INTERNATIONAL TRADE LIMITED

3/12, Ground Floor, Asaf Ali Road, New Delhi – 110002 Tel. : 011-32317188

Email : mditrade@yahoo.com, Website : www.mahadushiinternational.com

NOTICE

Notice is hereby given that the 21st Annual General Meeting of Mahadushi International Trade Limited will be held on Tuesday 29th September, 2015 at 09:30 A.M. at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi – 110036 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Dharmendra, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint **M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants (Firm Registration number 017251N)**, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till conclusion of six Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

4. To appoint Ms. Radhika Thapliyal (DIN: 06929395) as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Ms. Radhika Thapliyal (DIN: 06929395), who was appointed as an Additional Director with effect from 20th March, 2015 liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of her appointment i.e. 20th March, 2015."

5. To consolidate the Shares of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, and Article 14 of Articles of Association of the company, all the 6,00,00,000 (Six Crores) equity shares of Re. 1 (Rupee one) each of the company be and are hereby consolidated into Sixty Lakhs (60,00,000) equity shares of Rs. 10/- (Rupees ten) each;

(i) all the present shareholders holding in all 39222500 (three crore ninety two lakhs twenty two thousands and five hundred) issued, subscribed and fully paid equity shares of Re. 1 (Rupee one) each be issued, in lieu of their present shareholding, the number of fully paid consolidated equity shares of Rs. 10 (Rupees ten) each;

(ii) the Board of directors of the company be and is hereby authorised to take all the necessary steps for giving effect the foregoing resolution, including recall of the existing share certificates, issue of new share certificates in lieu of the existing issued share certificates in terms of the foregoing resolutions and in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.”

6. To alter the Capital Clause of Memorandum of Association and in this regard 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 13 of Companies Act 2013 and all other applicable provisions, if any and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing relevant clauses of the Memorandum of Association of the Company be and here by substituted as follows:

“V. The authorised share capital of the company is Rs. 6,00,00,000 (Rupees Six Crore) divided into Sixty Lakhs (60,00,000) equity shares of Rs. 10/- (Rupees ten) each.”

By Order of the Board
For MAHADUSHI INTERNATIONAL TRADE LIMITED
Sd/-
RAJU YADAV
DIRECTOR
DIN: 06692750

Date: 01.09.2015
Place: New Delhi

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members holding shares in physical form are requested to notify change in address to Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukdas Mandir, New Delhi-110062. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 16th September, 2015 to 18th September, 2015 (both days inclusive).
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

9. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Tuesday 29th September, 2015 at 09:00 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2015 (9:00 am) and ends on 28th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote E- voting electronically are as under:-

- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s)) :
 - (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" Of MAHADUSHI INTERNATIONAL TRADE LIMITED.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cssumitgupta@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the Postal ballot form:

EVEN(Remote E-Voting Event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on 26.09.2015 and ends on 28.09.2015. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2015, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mditrade@yahoo.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. 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 as well as voting at the AGM through ballot paper.

- XII. Mr. Sumit Gupta, Company Secretary (COP: 10542), Partner M/s. Sumit Gupta & Co., Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mahadushiinternational.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVI. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
- XVII. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
- XVIII. The Scrutinizer's decision on the validity or otherwise of the E-Voting will be final.
- XIX. The Results of E-Voting shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.mahadushiinternational.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.4

Ms. Radhika Thapliyal was appointed as an Additional Director with effect from 20.03.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each. She is an Independent Directors of the Company. However, under the new act and the Listing Agreement, She may be appointed afresh with a fixed period of upto 5 years.

She is an independent director of the company and has been holding the office of Directorship. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her appointment as Independent Director of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that she meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfill the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

The Board recommends the resolution for your approval.

Ms. Radhika Thapliyal is interested in her respective resolution to the extent of her appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Item No. 5 and 6

TO APPROVE THE CONSOLIDATION OF EQUITY SHARES

The Boards at their meeting held on 1st September, 2015 decided to consolidate the equity shares of the Company.

The members may please note that presently nominal value of equity shares is Re. 1/- (One) each and consequent to the consolidation it is being consolidated into 1 (One) equity share of Rs. 10/- (Ten) each such that each shareholder holding 10 (Ten) equity shares of the Company having face Value of Re. 1/- (One) each will obtain 1 (One) equity share of the Company of the face value of Rs. 10/- (Ten) each. The Board of your Company will decide the record date (effective date) after getting members approval.

The Members attention is also invited to the fact that in view of the forgoing, the existing Capital Clause V in the Memorandum of Association of the Company relating to the Authorised Share Capital also needs relevant amendment to give effect the Consolidation.

A copy of existing Memorandum and Article of Association of the Company together with a copy of Memorandum and Article of Association reflecting the proposed amendment is available for inspection by the members of the Company at its registered office of the Company between 11:00 A.M. to 5:00 P.M. on all working days (except Sunday and Public holiday) till the conclusion of Annual General Meeting.

The Board recommends the resolutions for members' approval.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.

By Order of the Board
Sd/-
RAJU YADAV
DIRECTOR
DIN: 06692750

Date: 01.09.2015
Place: New Delhi

DIRECTORS' REPORT

To

**The Members,
Mahadushi International Trade Limited**

Your Directors have pleasure in presenting the 21st Directors' Report of your Company together with Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended, 31st March, 2015.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The highlights of financial results of your Company are as follows:

Particulars	For the Financial year ended as on 31 st March, 2015	For the Financial year ended as on 31 st March, 2014
	Amount (in Rs.)	Amount (in Rs.)
Income	29,538,607	12,553,980
Less: Expenditure	29,866,030	13,689,815
Profit/(Loss) before taxation	596,253	4,51,520
Less: Current Tax	266,458	86,037
Deferred tax	(86,586)	66,162.00
Net profit/ (Loss) after taxation	464,496	299,300

During the year under review, the Company's income is Rs. 29,538,607 as against income of Rs. 12,553,980 in 2013-14. The net profit after tax during the year has been Rs. 464,496 as against the net profit of Rs. 299,300 in the previous year.

DIVIDEND

The Directors have not recommended any dividend for the financial year 2014-15 for growth requirement and expansion of the business.

RESERVE AND SURPLUS

As on 31st March, 2015, Rs. (70,49,804) stood as the Amount of Reserve and Surplus after transferring Rs. 4,64,496 as the current year profit.

CHANGE IN THE SHARE CAPITAL**Sub-Division**

During the period under review, The Authorized Share Capital as on March 31, 2015 was Rs. 6 crores (6,00,00,000 shares of Rs. 1/each). The Company has split up its share capital from Rs. 10 per share into the shares of Rs. 1/- each w.e.f. 17.10.2014.