

MAHADUSHI INTERNATIONAL TRADE LIMITED



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CORPORATE INFORMATION

BOARD OF DIRECTORS (AS ON 31.03.2016)

1. Raju Yadav;
2. Dharmendra
3. Radhika Thapliyal
4. Amar Sharma

COMPLIANCE OFFICER

RAJU YADAV

STATUTORY AUDITORS

M/s. G.P.KESHRI & 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: 011-68670014

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 : 30th September, 2016 at 09:30 A.M.

Day : Tuesday

Venue : Navkar Tirth Atisey Ksetra, Village, Neelwal, Near Mahaviday Ksetra, Ghevra more, Rohtak Road, Delhi

NOTICE

Notice is hereby given that the 22nd **Annual General Meeting of Mahadushi International Trade Limited** will be held on Friday, 30th September, 2016 at 09:30 A.M. at Navkar Tirth Atisey Ksetra, Village, Neelwal, Near Mahaviday Ksetra, Ghevra more, Rohtak Road, Delhi to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2016 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. Ratification of **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 Next Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

Item No. 4. To appoint Mr. Amar Sharma (DIN: 07336329) 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, **Mr. Amar Sharma (DIN: 07336329)**, who was appointed as an Additional Director with effect from 30th March, 2016 be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 30th March, 2016."

Item No. 5: To sub-division of equity 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 the provision of Section 61(d) and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of articles of the Company and subject to the approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the 60,00,000 Equity Shares of the nominal value of Rs.10/- each in the authorised share capital of the Company be sub-divided into 6,00,00,000 equity shares of Rs.1/- each; and the Clause V of the Memorandum of Association of the Company relating to Equity be altered accordingly, without altering the aggregate amount of the authorised share capital.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the sub-division of the existing issued, subscribed and fully paid up equity capital of Rs.10/- each into Rs.1/- fully paid up, without altering the aggregate amount of such capital, and also to subdivide any additional issued, subscribed and fully paid capital that may arise subsequent to passing of this resolution, until the record date that may be fixed by the Board for effecting the subdivision.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to issue new share certificates representing the sub-divide equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and / or credit the shareholders' account maintained with the Depositories, subject to the rules as laid down in the Companies (Share Capital and Debenture) Rules, 2014, and the Articles of the Company, and to inform the Depositories and the Registrar and Transfer Agents of the Company, and execute all such documents, instruments and writing as may be required in this connection, and to do all such acts, deeds, matters and things as are necessary in this regard, and delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of implementing this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper including cancellation or rectification of the existing share certificates in lieu of old certificates, to give necessary corporate action instruction / intimation to depositories / registrar and transfer agents and to settle any question or difficulty that may arise in regard to the sub-division of shares as aforesaid.

RESOLVED FURTHER THAT this resolution is subject to the guidelines, rules, regulations, circulars and notification of the Securities & Exchange Board of India, the Stock Exchanges where the shares of the Company are listed (including the provisions of the listing agreement with them), and of other appropriate authorities, and also subject to all necessary consents, approvals and permissions, and the sub-division of shares contemplated herein shall take effect only after receipt of last of all such consents, approvals, and permissions and that the sub-division shall be effective from such date as may be fixed by the Board of Directors of the Company."

Item No. 6: To alter the capital clause of Memorandum of Association 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 the provision of Section 13 of the 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 are hereby substituted as follows:

"The Authorized Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 1/- (Rupee One) each."

Item No. 7: To Change the Name of the Company and to alter the name clause of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of section 13(2) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under including any statutory modification(s) or reenactment (s) thereof for the time being in force and subject to the approval of Central Government and of any other regulatory authorities as may be necessary, consent of the Member of the Company be and is hereby accorded to the change in the name of the Company from **"MAHADUSHI INTERNTIONAL TRADE LIMITED"** to **NEGOTIUM INTERNATIONAL TRADE LIMITED"**.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be and is hereby altered in the manner given below:

THE NAME OF THE COMPANY IS NEGOTIUM INTERNATIONAL TRADE LIMITED.

FURTHER RESOLVED THAT the name of the Company wherever it is appearing in the Memorandum of Association and Articles of Association of the Company be substituted for **NEGOTIUM INTERNATIONAL TRADE LIMITED**.

FURTHER RESOLVED THAT all the directors of the Company be and is hereby authorized severally to sign requisite E-forms, other documents, papers or returns and make arrangement to file the same with the Registrar of Companies and Stock Exchange and intimate to concerned Stock Exchange(s) and to take such other steps as may be necessary in this regard."

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

Date: 03.09.2016
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.
3. 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.
4. 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.
5. 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.
6. 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.
7. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 21st September, 2016 to 23rd September, 2016 (both days inclusive).

8. 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.
9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

10. 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 Regulation 44 (1) of **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**, 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 Friday, **September 30, 2016** at 09:30 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. 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).
- III. 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.
- IV. 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.
- V. The remote e-voting period commences on **27th September, 2016 (9:00 am) and ends on 29th September, 2016 (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 21st September, 2016**, 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.
- VI. **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>
 - (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 csumitgupta@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 proxy 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.

- VII. 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 download section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VIII. 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.
- IX. The e-voting period commences on **27.09.2016 and ends on 29.09.2016**. 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 21st 2016**, 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 ballot form.
- X. 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 21st 2016**.
- XI. 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. September 21st 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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

- XII. 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.
- XIII. Mr. Prabhakar Kumar, Company Secretary (COP: 10630), of M/s. VAPN & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. mditrade@yahoo.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**.

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

Date: 03.09.2016
Place: New Delhi

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

ITEM NO. 4

Mr. Amar Sharma (DIN: 07336329) was appointed as an Additional Director with effect from 30.03.2016, 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. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of her office is liable to determination by retirement by rotation in terms of section 152 of the Act. 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 Directors of the Company. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from him that

He 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 her in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfills 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

Mr. Amar Sharma (DIN: 07336329) is interested in their respective resolution to the extent of his appointment. Mr. Amar Sharma (DIN: 07336329) is an eminent Professional and brings rich and varied experience to the Board.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions. The Board recommends the resolution for your approval.

Item no. 05 and 06

The sub- division of equity shares has been proposed with a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the equity shares of the Company. The Board of Directors in its meeting held on September 03, 2016, recommended sub-division of each equity shares of the Company of face value of Rs.10/- each to face value of Rs.1/- each and consequent alteration in Capital Clause of Memorandum of Association of the Company As per the provisions of Section 61 of the Companies Act, 2013, approval of the shareholder is required for sub-division of shares and Consequent alteration in Capital clause of Memorandum of Association of the Company. The Board recommends the adoption of these Resolutions.

None of the Directors and Key Managerial Personnel of the Company are in any way interested in the resolutions, except of their shareholding and the shareholding of their relatives in the Company.

Item no. 07

The Board in its meeting held on 24.08.2016 proposed to change the name to “**NEGOTIUM INTERNATIONAL TRADE LIMITED**”. The Registrar of the Companies (ROC), Delhi has confirmed the availability of the said name. Since the change in name is to be reflected in the Memorandum of Association, the clause I of the Memorandum of Association is sought to be amended. The change in the name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

The Board recommends the Special resolution for your approval.

The above resolution for the change in the name of the company needs to be reflected in the name of the company in the articles of Association of the Company, the same is sought to be amended. The Board recommends the Special resolution for your approval.

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

Date: 03.09.2016
Place: New Delhi