

NEGOTIUM INTERNATIONAL TRADE LIMITED



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CORPORATE INFORMATION

BOARD OF DIRECTORS (AS ON

Raju Yadav – Whole Time Director
Dharmendra – Non Executive and Non Independent Director
Radhika Thapliyal - Non Executive Independent Director
Amar Sharma - Non Executive Independent Director

COMPLIANCE OFFICER

Mr. 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 - 110002

Phone: 011-68670014

Email Id: mditrade@yahoo.com

Website: www.mahadushiinternational.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. MCS Share Transfer Agent Ltd

F-65, Ist Floor,
Okhla Industrial Area, Phase-I,
New Delhi -110020

Ph:- 011-4140 6149 (Hunting)

Fax:- 011-4170 9881

Email :- helpdeskdelhi@mcsregistrars.com

ANNUAL GENERAL MEETING

Date & Time : 29th September, 2017 at 09:00 A.M.

Day : Friday

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

NEGOTIUM INTERNATIONAL TRADE LIMITED

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002, Tel: 011- 65670014

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

CIN: L74999DL1994PLC062446

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of Negotium International Trade Limited will be held on Friday, 29th September, 2017 at 09:00 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, 2017 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 Ratify the appointment of **M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants (Firm Registration number 017251N)**, as the 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.

By Order of the Board
For NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known As Mahadushi International Trade Limited)
SD/-
RAJU YADAV
WHOLE TIME DIRECTOR
DIN: 06692750

Date: 02.09.2017
Place: New Delhi

NOTES:

1. 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.

2. 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.
3. 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.
4. Members holding shares in physical form are requested to notify change in address to the Registrar and Share Transfer Agent of the company MCS Share Transfer Agent Ltd. at their Delhi office F-65, 1st Floor, Ma Anandmayee Marg, Okhla Industrial Area, Phase-1, New Delhi-110020. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 26th September, 2017 to 28th September, 2017 (both days inclusive).
6. 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.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
8. **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 29, 2017 at 09:00 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 **26th September, 2017(9:00 am) and ends on 28th September, 2017(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, 2017**, 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 **NEGOTIUM 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 himanshualagh2008@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 **26.09.2017 and ends on 28.09.2017**. 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 22nd, 2017**, 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 22nd, 2017**.
- 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 22nd, 2017**, 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

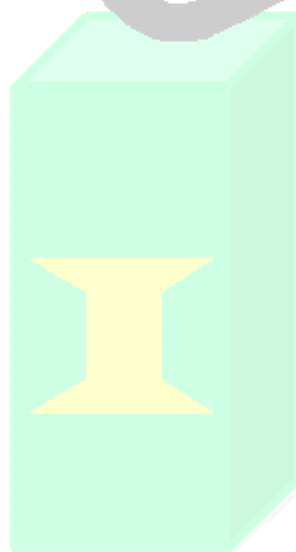
Details/Password” option available on www.evoting.nsdl.com

- 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. Himanshu Alagh, Company Secretary (COP: 15729), of M/s. Himanshu Alagh & Associates, Practicing 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 two days of the conclusion of the AGM, a consolidated scrutinizers 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 along with 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**.

Date: 02.09.2017
Place: New Delhi



For NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known As Mahadushi International Trade Limited)



By Order of the Board
SD/-
RAJU YADAV
WHOLE TIME DIRECTOR
DIN: 06692750



NEGOTIUM INTERNATIONAL TRADE LIMITED

{FOREMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002, Tel: 011- 65670014

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

CIN: L74999DL1994PLC062446

ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	DHARMENDRA
Age	33 Years
Qualifications	Graduation
Experience	10 Years
Terms and conditions of appointment including details of remuneration	Mr. Dharmendra hold the office of Non Independent Director w.e.f 18 th August, 2014. He is not entitled for remuneration as per the provisions of Companies Act, 2013. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	18/08/2014
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2016-17	8
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: 1. MADHUBAN CONSTRCTIONS LIMITED 2. EDEN INFRASMITH PRIVATE LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

DIRECTORS' REPORT

To
The Members,
Mahadushi International Trade Limited

Your Directors have pleasure in presenting the 23rd 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, 2017.

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, 2017	For the Financial year ended as on 31 st March, 2016
	Amount (in Rs.)	Amount (in Rs.)
Income	17,330,448	37,875,870
Less: Expenditure	16,982,059	36,970,357
Profit/(Loss) before taxation	348,389	905,513
Less: Current Tax	79,798	279,803
Deferred tax	-	-
Net profit/ (Loss) after taxation	268,591	625,710

During the year under review, the Company's income is Rs. 17,330,448/- as against income of Rs. 37,875,870/- in 2015-16. The net profit after tax during the year has been Rs. 268,591/- as against the net profit of Rs 625,710/- in the previous year.

DIVIDEND

The Directors have not recommended any dividend for the financial year 2016-17 for growth requirement and expansion of the business.

RESERVE AND SURPLUS

As on 31st March, 2017, Rs. 268,591/- is being transferred to the Amount of Reserve and Surplus as the current year profit.

CHANGE IN THE SHARE CAPITAL**Consolidation**

During the period under review, The Authorized Share Capital as on March 31, 2017 was Rs. 6 crores consisting of 60,00,000 shares of Rs. 10/each). The Company has split the face value of its share capital from Rs. 10/- per share into the shares of Rs. 1/- each.

Pursuant to which the Authorized Shares capital of the company is Rs. 60,000,000/- (Rupees Six Crore) consisting of 60000000 Equity shares of Rs.1 each and Paid up share capital of the company is Rs. 39,222,500/-(Rupees Three Corer Ninety Two Lakh Twenty Two Thousand Five Hundred) consisting of 39222500 Equity shares of Rs. 1/- each.

ALTERATION OF MEMORANDUM OF ASSOCIATION

During the period under review, The Company has split the face value of its share capital from Rs. 10/- per share into the shares of Rs. 1/- each through shareholders approval in the 22nd Annual General Meeting of the company held on 30.09.2016, Pursuant to which the company has altered the capital clause of memorandum of association to give effect the split of face value of shares.

CHANGE OF NAME OF THE COMPANY

During the period under review, the company has changed its name from Mahadushi International Trade Limited to Negotium International Trade Limited, through special resolution passed by the shareholders of the company in the Annual General Meeting of the company held on 30.09.2016.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

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

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

RISK MANAGEMENT POLICY

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given herein below:

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on