

# NEGOTIUM INTERNATIONAL TRADE LIMITED



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS (AS ON 31.03.2018)

**Raju Yadav - Whole Time Director**

**Chandan Mandal - Non Executive and Non 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](mailto:mditrade@yahoo.com)

Website: [www.mahadushiinternational.com](http://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](mailto:helpdeskdelhi@mcsregistrars.com)

#### ANNUAL GENERAL MEETING

Date & Time : 24<sup>th</sup> September, 2018 at 09:00 A.M.

Day : Monday

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 24<sup>th</sup> Annual General Meeting of Negotium International Trade Limited (Formerly Known as Mahadushi International Trade Limited) will be held on Monday, 24<sup>th</sup> September, 2018 at 09:00 A.M. at Navkar Tirth Atisey Ksetra, Village, Neelwal, Near Mahaviday Ksetra, Ghevara more, Rohtak Road, Delhi to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company for the financial year ended on 31<sup>st</sup> March 2018, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Chanadan Mandal, who retires by rotation and, being eligible, offer 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.

### SPECIAL BUSINESS:

4. To appoint Mr. Chandan Mandal (DIN: 08091815) as Director of the company, 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Chandan Mandal (DIN: 08091815), who was appointed as Additional Non Independent Director on March 26<sup>th</sup>, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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: 23.08.2018  
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, 1<sup>st</sup> 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 19<sup>th</sup> September, 2019 to 21<sup>st</sup> September, 2018 (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 provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

III. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.mahadushiinternational.com/>

IV. The e-voting period commences on **September 21, 2018 (9:00 am) and ends on September 23, 2018 (5:00 pm)**. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. 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 17, 2018**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. September 17, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [umesh@mcsregistrars.com](mailto:umesh@mcsregistrars.com)

VI. The facility for voting through Poling Paper shall be made 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.

VII. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

#### Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [csdevesharora@gmail.com](mailto:csdevesharora@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**Please note the following:**

1. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
2. 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.
3. 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.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, 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

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**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: 23.08.2018**  
**Place: New Delhi**

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

**ITEM NO. 4**

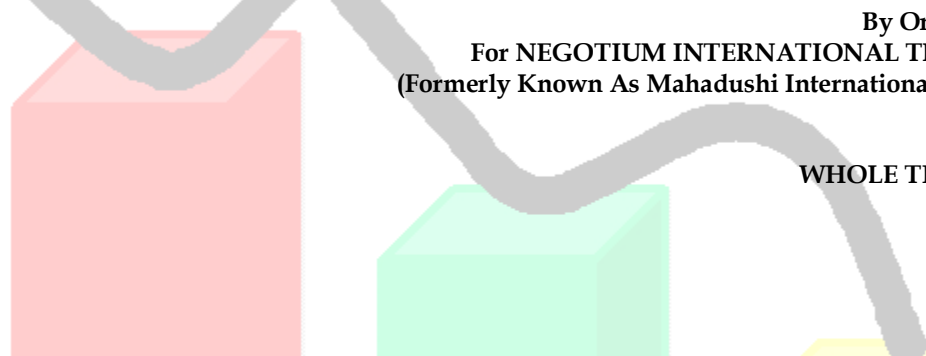
**Mr. Chnadan Mandal**, who was appointed as an Additional Non-Independent Director of the Company with effect from 26<sup>th</sup> March, 2018, in terms of Section 161 of the Companies Act, 2013, he holds office until the conclusion of the Annual General Meeting of the Company. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of **Mr. Chandan Mandal**, for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

**Mr. Chandan Mandal** is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. **Mr. Chandan Mandal** is interested in the resolution to the extent of his appointment.

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

Date: 23.08.2018  
Place: New Delhi



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

## ANNEXURE I 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	<b>Mr. Chandan Mandal</b>
Age	29 Years
Qualifications	Graduation
Experience	7 Years
Terms and conditions of appointment including details of remuneration	Mr. Chandan Mandal hold the office of Non Independent Director w.e.f 26 <sup>th</sup> March, 2018. 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	26/03/2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	1
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: 1. VERUM PROPERTIES LIMITED 2. DHOLPUR BREWERIES & BOTTLERS LIMITED 3. KANAK KRISHI IMPLEMENTS LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA