

NDA COMMODITY BROKERS PVT. LTD.

NDA

Member : National Commodity and Derivatives Exchange Ltd.
: Multi Commodity Exchange of India Ltd.
: National Spot Exchange Ltd.

CIN: U74899DL1993PLC000050

Registered Office : 1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001 (India)
Phone : 91-11-46204000 (30 lines), 23712751, 23717551, 23713696, 23319687, 32631621
Fax : 91-11-23731210, 46204050, Email : info@ndaIndia.com, website : www.ndaIndia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA COMMODITY BROKERS PRIVATE LIMITED WILL BE HELD ON SEPTEMBER 30, 2019 ON MONDAY AT 02:00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT 1002A, ARUNACHAL, 19, BARAKHAMBA ROAD, NEW DELHI - 110001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019 and the Profit and Loss Account for the year ended on that date, the Auditors' Report thereon and the Reports of the Board of Directors.
2. To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment for the time being in force) read with Articles of Association of the Company, M/s Gupta Rustagi & Aggarwal, Chartered Accountants (Firm Registration No.-008084N), be and are hereby re-appointed as statutory auditors of the Company, to hold office for a term of three (3) consecutive years starting from the conclusion of 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting at such remuneration as may be fixed by the Board of Directors."

**By Order of the Board of Directors
For NDA COMMODITY BROKERS PVT.LTD.**


(SANJAY AGARWAL)
DIRECTOR
DIN: 00010639

Date : 19.08.2019
Place : New Delhi

**Add: Farm No.-4, Dera Green opposite
Senior Secondary School, Mehrauli,
Dera Hauz Khas, South Delhi- 110074**

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
2. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.

NDA COMMODITY BROKERS PVT. LTD.

NDA

Member : National Commodity and Derivatives Exchange Ltd.
: Multi Commodity Exchange of India Ltd.
: National Spot Exchange Ltd.

CIN: U74899DL1993PTC088098

Registered Office : 1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001 (India)
Phone : 91-11-46204000 (30 lines), 23712751, 23717551, 23713696, 23319667, 32631621
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DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the 24th Annual Report along with the Audited Accounts for the year ended 31st March, 2019.

1. FINANCIAL STATEMENT

The Company's financial performance for the year under review alongwith previous year figures are given hereunder:

Particulars	Amount (In Rupees)	
	31.03.2019	31.03.2018
Revenue from Operations	33,33,608	44,41,773
Other Income	1,66,201	1,97,897
Total Income	34,99,809	46,39,670
Total Expenditure (inclusive of Interest & Depreciation)	34,23,549	45,15,020
Profit (loss) before Tax	76,260	1,24,650
Provision for Tax	-	-
Deferred Tax (Asset)	10,098	21,216
Net Profit (loss)	86,358	1,45,866
Paid up Equity Capital	75,00,030	75,00,030
Reserves	24,13,354	23,26,996

2. DIVIDEND

No Dividend was declared for the current financial year.

3. AMOUNT TRANSFERRED TO RESERVES

The Company has not transferred any amount to reserves.

4. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

a) In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2019 and of the profit/loss of the company for the same period;

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

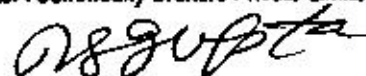
d) They have prepared the annual accounts on a going concern basis;

For NDA Commodity Brokers Private Limited



Director

For NDA Commodity Brokers Private Limited



Director

e) They have laid down internal financial controls in the company that are adequate and were operating effectively.

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

5. AUDITOR

In terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s Gupta Rustagi & Aggarwal, Chartered Accountants (FRN-008084N) was appointed as the Statutory Auditors of the Company by the Members at 19th Annual General Meeting held on 8th September, 2014 to hold office for a period of 5 years from Financial Year 2014-15 to 2018-19. The said term of five years of Statutory Auditors is expiring in ensuing Annual General Meeting of the Company.

Based on the recommendations of the Board and upon review of confirmation of satisfaction of criteria as specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014, your Company had, subject to approval of the Members at the ensuing Annual General Meeting, approved re-appointment of M/s Gupta Rustagi & Aggarwal, Chartered Accountants (FRN-008084N) as Statutory Auditors to hold office for a period of next three consecutive years starting from the conclusion of 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting. M/s Gupta Rustagi & Aggarwal, Chartered Accountants (FRN-008084N) have confirmed their eligibility under Section 141 of the Act, and the Rules framed thereunder, for their re-appointment as Statutory Auditors of the Company.

AUDITORS' REPORT

The Notes on financial statements referred to in Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remarks or disclaimer.

The Auditors of the Company have not reported any fraud under section 143(12) of the Companies Act, 2013.

6. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE

There is no Subsidiary company or Joint Venture or Associate Company.

7. EXTRACT OF ANNUAL RETURN

In compliance with the provisions of Section 92 (3), Section 134 (3) (a) and Rule 11 of The Companies (Management and Administration) Rules, 2014, the extract of the Annual Return have been annexed with this Board's Report in Form- MGT-9 as Annexure-A.

8. NUMBER OF BOARD MEETINGS

There were four meetings of the Board of Directors held on 28.05.2018, 17.08.2018, 14.11.2018, and 14.02.2019 during the financial year 2018-19.

9. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

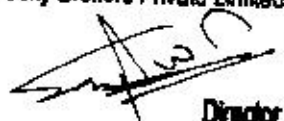
10. CHANGE IN SHARE CAPITAL

There is no change in share capital of the Company during the financial year 2018-19.

11. CHANGE IN THE NATURE OF BUSINESS

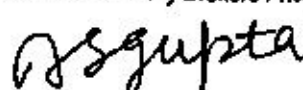
There is no change in nature of business of the Company during the financial year 2018-19.

For NDA Commodity Brokers Private Limited


Director

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For NDA Commodity Brokers Private Limited



Director

12. DIRECTORS

There was no Director who was appointed/ceased/re-elected/reappointed during the year under review.

13. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has adopted the measures concerning the development and implementation of a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year.

17. HOLDING COMPANY

NDA Securities Limited holds 750000 shares of the Company out of the total of 750003 shares, making it the "Holding Company" of the Company.

18. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The relationship with the Staff remained co-ordinal and harmonious during the year.

19. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO

During the period under review there was no energy conservation, technology absorption and foreign exchange earnings and outgo.

21. MATERIAL AND SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There have been no significant and material orders passed by any regulators or courts or tribunals, impacting going concern status of the Company and its future operations.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

23. DECLARATION OF INDEPENDENT DIRECTORS


The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

For NDA Commodity Brokers Private Limited


Director

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For NDA Commodity Brokers Private Limited

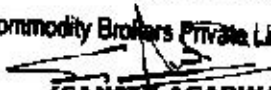
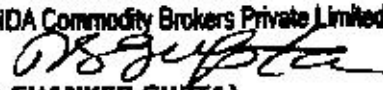


Director

24. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Date: 19.08.2019
Place: New Delhi

For and on behalf of the Board
For NDA COMMODITY BROKERS PVT.LTD.
For NDA Commodity Brokers Private Limited For NDA Commodity Brokers Private Limited
 
(SANJAY AGARWAL) (UMA SHANKER GUPTA)
DIRECTOR DIRECTOR
DIN: 00010019 Director DIN: 00008823 Director

**ANNEXURE- A
FORM No. - MGT-9**

Extract of Annual Return

As on the financial year ended on March 31, 2019

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Particulars	Details
CIN	U74899DL1995PTC068098
Registration Date	02/05/1995
Name of the Company	NDA Commodity Brokers Private Limited
Category/ Sub- Category of the Company	Company Limited by shares/ Indian Non-Government Company
Address of the Registered Office and Contact Details	1002A, Arunachal, 19 Barakhamba Road, New Delhi- 110001 Tel No.- 011-46204009 email:info@ndaindia.com
Whether listed Company Yes/ No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	-----NA-----

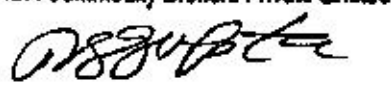
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
1	Commodity Brokerage	6612	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE COMPANIES	% of shares held	Applicable Section
1.	NDA Securities Limited 1002A, Arunachal, 19 Barakhamba Road, New Delhi- 110001	L74899DL1992PLC050366	HOLDING	100%	2(46)


Director


Director

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a) Category-wise Share Holding

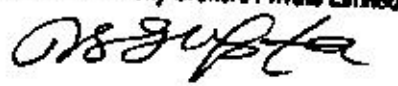
Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-								
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	750000	750000	100.00	-	750000	750000	100.00	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-

For NDA Commodity Brokers Private Limited


Director

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For NDA Commodity Brokers Private Limited


Director

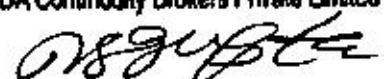
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	750000	750000	100.00	-	750000	75000	100.00	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub- total (B) (1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	3	3	0	-	3	3	0	-

For NDA Commodity Brokers Private Limited


Director

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For NDA Commodity Brokers Private Limited


Director

b) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-								
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	750003	750003	100.00	-	750003	750003	100.00	-

b) Shareholding of Promoter:-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	NDA Securities Limited	7,50,000	100	-	7,50,000	100	-	NIL

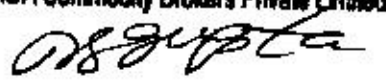
c) Change in Promoters' Shareholding (please specify, if there is no change)

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. NDA Securities Limited	7,50,000	100	7,50,000	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /	No change during the year			

For NDA Commodity Brokers Private Limited


Director

For NDA Commodity Brokers Private Limited


Director

	decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	7,50,000	100	7,50,000	100

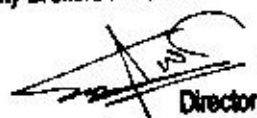
d) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

S.No	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	1. N D Agarwal	1	0	2	0
	2. Saroj Agarwal	1	0		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR			
	At the end of the year (or on the date of separation, if separated during the year)	2	0	2	0

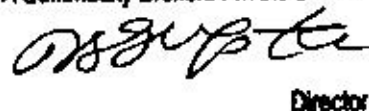
e) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Mr. Sanjay Agarwal (Director)	1	0	1	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change during the year			
	At the end of the year	1	0	1	0

For NDA Commodity Brokers Private Limited


Director

For NDA Commodity Brokers Private Limited


Director

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

S.No.	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7,88,415	50,00,000	-	57,88,415
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,88,415	50,00,000	-	57,88,415
Change in Indebtedness during the financial year				
* Addition	80,483	-	-	80,483
* Reduction	-	-	-	-
Net Change	80,483	-	-	80,483
Indebtedness at the end of the financial year				
i) Principal Amount	8,68,898	50,00,000	-	58,68,898
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8,68,898	50,00,000	-	58,68,898

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

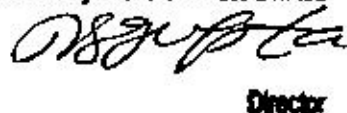
(Amount in Rs.)

SN.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit others, specify...	-	-
5.	Others, please specify	-	-
6.	Total (A)	-	-

For NDA Commodity Brokers Private Limited


Director

For NDA Commodity Brokers Private Limited


Director

B. Remuneration to other directors

Particulars of Remuneration	Name of Directors			
1. Independent Directors	-	-	-	-
Fee for attending Board/committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total	-	-	-	-
2. Other Non- executive Directors				
Fee for attending Board/committee meetings				
Commission				
Others, please specify				
Total	-	-	-	-
Overall ceiling as per section 197(5) of the Companies Act, 2013 & Rule 4 of Companies (Appointment & Remuneration) Rules, 2014	Sitting fees upto Rs. 1, 00,000 per meeting.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

For NDA Commodity Brokers Private Limited



Director

For NDA Commodity Brokers Private Limited



Director

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

For and on behalf of the Board
For NDA COMMODITY BROKERS PVT.LTD.

For NDA Commodity Brokers Private Limited

For NDA Commodity Brokers Private Limited

Date: 19.08.2019
Place: New Delhi


(SANJAY AGARWAL) Director
DIRECTOR
DIN:00010639


(UMA SHANKER GUPTA) Director
DIRECTOR
DIN:00008823