

NDA COMMODITY BROKERS PVT. LTD.

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

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



CIN: U74899DL1995PTC068098

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA COMMODITY BROKERS PRIVATE LIMITED WILL BE HELD ON SEPTEMBER 14, 2017 ON THURSDAY AT 12: 00 NOON 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, 2017 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re- enactment thereof), the appointment of M/s Gupta Rustagi & Aggarwal, Chartered Accountants, (Registration No. 008084N) which has been approved at the Annual General Meeting held on September 8th, 2014, from the conclusion of the 19th Annual General Meeting till the conclusion of 24th Annual General Meeting, be and is hereby ratified for the financial year 2017-18 and the Board of Directors be and is hereby authorised to fix their remuneration including out of pocket expenses incurred by them in connection with statutory audit and/ or continuous audit under the Companies Act, 2013."

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

**Date : 17.08.2017
Place : New Delhi**


**(SANJAY AGARWAL)
DIRECTOR**

DIN: 00010639
Address: E-157, Kalkaji,
New Delhi - 110019

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.

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

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



CIN: U74899DL1995PTC068098

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the 22nd Annual Report along with the Audited Accounts for the year ended 31st March, 2017.

1. FINANCIAL STATEMENT

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

Particulars	Amount (in Rupees)	
	31.03.2017	31.03.2016
Revenue from Operations	40, 57,180	48, 12,542
Other Income	2, 87,897	8, 99,611
Total Income	43, 45,077	57, 12,153
Total Expenditure (inclusive of interest & Depreciation)	43, 93,533	55, 29,080
Profit (loss) before Tax	(48,456)	1, 83,073
Provision for Tax	-	-
Deferred Tax (Asset)	9,073	9,044
Net Profit (loss)	(39,383)	1, 92,117
Paid up Equity Capital	75, 00,030	55, 00,030
Reserves	21, 81,131	22, 20,513

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, 2017, 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, 2017 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;

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

M/s. Gupta Rustagi & Aggarwal, Chartered Accountants (Firm Registration No. 008084N), were appointed as Statutory Auditors on 19th Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in the year 2019. Their continuance of appointment and payment of remuneration are to be confirmed and ratified in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 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 seven meetings of the Board of Directors held on 27.05.2016, 14.07.2016, 12.08.2016, 29.08.2016, 11.11.2016, 23.01.2017 and 14.02.2017 during the financial year 2016-17.

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

During the year the Company allotted 2, 00,000 (Two Lacs) Equity Shares of Rs. 10 (Rupees Ten) each, fully paid, for cash at par on 29.08.2016.

Hence the Capital of the Company increased from Rs. 55, 00,030 to Rs. 75, 00,030.

11. CHANGE IN THE NATURE OF BUSINESS

There is no change in nature of business of the Company during the financial year 2016-17.

For NDA Commodity Brokers Pvt Ltd


Director

For NDA Commodity Brokers Pvt Ltd


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.

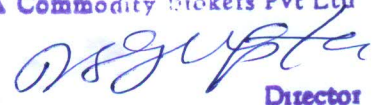
21. MATERIAL AND SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

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.

For NDA Commodity Brokers Pvt Ltd


Director

For NDA Commodity Brokers Pvt Ltd


Director

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.

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.

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



(SANJAY AGARWAL)

DIRECTOR

DIN: 00010639

157, Block - E, Kalkaji,
New Delhi-110019



(UMA SHANKER GUPTA)

DIRECTOR

DIN: 00008823

A-14, Sangam Apartment,
Sector - 9,
Rohini, Delhi-110085

Date: 17.08.2017

Place: New Delhi

ANNEXURE- A
FORM No. - MGT-9

Extract of Annual Return

As on the financial year ended on March 31, 2017

[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)

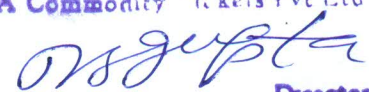
SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
1	Commodity Brokerage	6612	100

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)

For NDA Commodity Brokers Pvt Ltd

Director


For NDA Commodity Brokers Pvt Ltd

Director

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

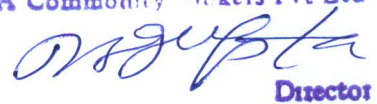
a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	-								
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	550000	550000	100.00		750000	750000	100.00	36.36
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):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A) (1)+ (A) (2)	-	550000	550000	100.00	-	750000	750000	100.00	-

For NDA Commodity Brokers Pvt Ltd



Director

For NDA Commodity Brokers Pvt Ltd

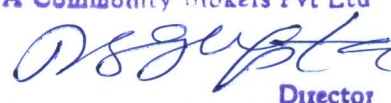

Director

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	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-								

For NDA Commodity Brokers Pvt Ltd


Director

For NDA Commodity Brokers Pvt Ltd


Director

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)	-	550003	550003	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	5,50,000	100	-	7,50,000	100	-	NIL

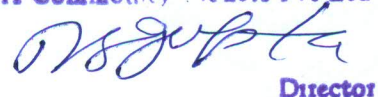
c) Change in Promoters' Shareholding (please specify, if there is no change)

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	5,50,000	100	7,50,000	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Allotment made on 29.08.2016 of 2, 00,000/- equity shares at Rs. 10/- each at par.			
	At the end of the year	5,50,000	100	7,50,000	100

For NDA Commodity Traders Pvt Ltd


Director

For NDA Commodity Traders Pvt Ltd

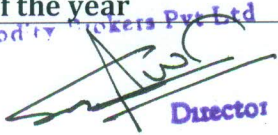

Director

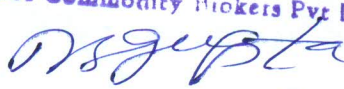
d) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

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 2. Saroj Agarwal	1 1	0 0	2	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 Pvt Ltd

 Director

For NDA Commodity Brokers Pvt Ltd

 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	8,71,125	50,00,000	-	58,71,125
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8,71,125	50,00,000	-	-
Change in Indebtedness during the financial year				
* Addition	4,49,000	-	-	4,49,000
* Reduction	4,36,931	-	-	4,36,931
Net Change	12,069	-	-	12,069
Indebtedness at the end of the financial year				
i) Principal Amount	8,83,194	50,00,000	-	58,83,194
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8,83,194	50,00,000	-	58,83,194

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

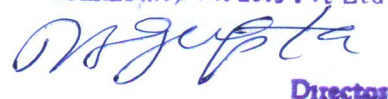
(Amount in Rs.)

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 Pvt Ltd


Director

For NDA Commodity Brokers Pvt Ltd


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.			

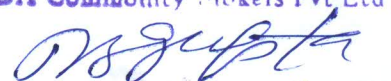
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

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 Pvt Ltd


Director

For NDA Commodity Brokers Pvt Ltd


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.**

Date: 17.08.2017
Place: New Delhi



(SANJAY AGARWAL)
DIRECTOR
DIN:00010639
157, Block - E, Kalkaji,
New Delhi-110019



(UMA SHANKER GUPTA)
DIRECTOR
DIN:00008823
A-14, Sangam Apartment,
Sector - 9,
Rohini, Delhi-110085