

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

Date: 09.12.2017

To,

BSE Limited
Corporate Relation Department
P.J Towers
Dalal Street, Mumbai-400001

Scrip Code: 537838; Scrip ID: NEGOTIUM
Sub: Submission of Annual Report for the Financial Year 2016-17

Dear Sir/Madam,

This is with reference to the provision of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015; Please find enclosed herewith Annual Report for the Financial Year 2016-17.

You are requested to kindly take note of this intimation.

Thanking You

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


RAJIV YADAV
WHOLE TIME DIRECTOR

Enclosed: A/a

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, 1st 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

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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 Votingcycles.
- (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

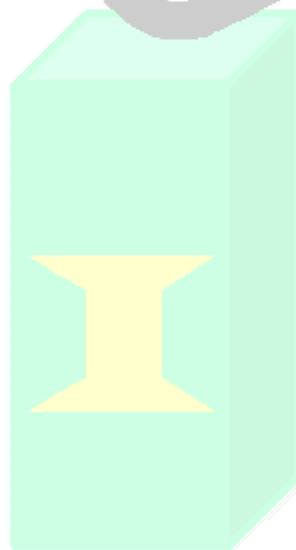
Details/Password" option available on www.evoting.nsdl.com

- 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



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

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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

working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DETAILS PERTAINING TO REMUNERATION AS 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

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2016-17 (Rs. In Lakhs)	% increase in Remuneration in FY 2016-17**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Raju Yadav, Whole Time Director	Nil	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2017 was 2.
Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2016-17 exceeded the remuneration of any of the Directors.
Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 -NOT APPLICABLE

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2017, provision of section 129 of the Companies Act, 2013 is not applicable.

STATUTORY AUDITORS

M/s. G.P.KESHRI & ASSOCIATES , Chartered Accountants, Statutory Auditors of the Company, Chartered Accountants, to the effect that their appointment, if made, would be in accordance with the

Act and that they are not disqualified for such appointment. The Company has received letters from Auditor to the effect that their ratification, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure A.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTORS & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under review, Mr. Amar Sharma who was appointed as the Additional Director of the company w.e.f. 30.03.2016, were regularized as the Independent Director of the company to hold office for a term of Five Consecutive years commencing from 30.03.2016 in the 22nd Annual General Meeting of the company held on 30.09.2016.

Except above, there is no change in the composition of Board of Director of the company during the financial year under review.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) **Formal Annual Evaluation**

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relationship Committee.

SEXUAL HARASSMENT:

The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND THEIR COMMITTEES.

a. **BOARD MEETINGS**

During the year Eight (8) Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

28th May, 2016, 13th August, 2016, 24th August, 2016, 03rd September, 2016, 03rd October, 2016, 25th October, 2016, 12th November, 2016 and 14th February, 2017

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements Section 177 of the Companies Act, 2013. Audit Committee met 4 times during the financial year 2016-17 on 28.05.2016, 13.08.2016, 12.11.2016, and 14.02.2017 following is the composition:

As on 31st March, 2017, the Composition of Audit Committee is as follows:

Name of Member	Designation	Category
Mr. Amar Sharma	Chairman	Non Executive and Independent Director
Ms. Radhika Thapliyal	Member	Non Executive and Independent Director
Mr. Dharmendra	Member	Non Executive and Non Independent Director

COMPOSITION AND MEETINGS OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. Stakeholder Relationship Committee met 4 times during the financial year 2016-17 on 28.05.2016, 13.08.2016, 12.11.2016, and 14.02.2017 following is the composition:

Name of Member	Designation	Category
Mr. Amar Sharma	Chairman	Non Executive and Independent Director
Ms. Radhika Thapliyal	Member	Non Executive and Independent Director
Mr. Dharmendra	Member	Non Executive and Non Independent Director

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013. The Nomination and Remuneration Committee met 4 times during the financial year 2016-17 on 28.05.2016, 13.08.2016, 12.11.2016, and 14.02.2017 following is the composition:

The details of the Composition of the Nomination and Remuneration Committee are given below:

Name of Member	Designation	Category
Ms. Radhika Thapliyal	Chairman	Non Executive and Independent Director
Mr. Amar Sharma	Member	Non Executive and Independent Director
Mr. Dharmendra	Member	Non Executive and Non Independent Director

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy has been posted on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2016-17 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration

REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, senior management and their Remuneration.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company have appointed M/s. S.K. Jha & Associates, Company Secretaries, to undertake the Secretarial audit of the Company for the Financial Year 2016-17. The report is annexed herewith as Annexure B.

With respect to the qualifications, the Company is searching the best candidate for the post of Company Secretary and Chief Financial officer, and would try to intimate and file the required information/compliances timely.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

HUMAN RESOURCES INDUSTRIAL RELATIONS:

The takes pride in the commitment, competence and dedication shown by its employees in all areas of Business.

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the Organisation's growth and its sustainability in the long run.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

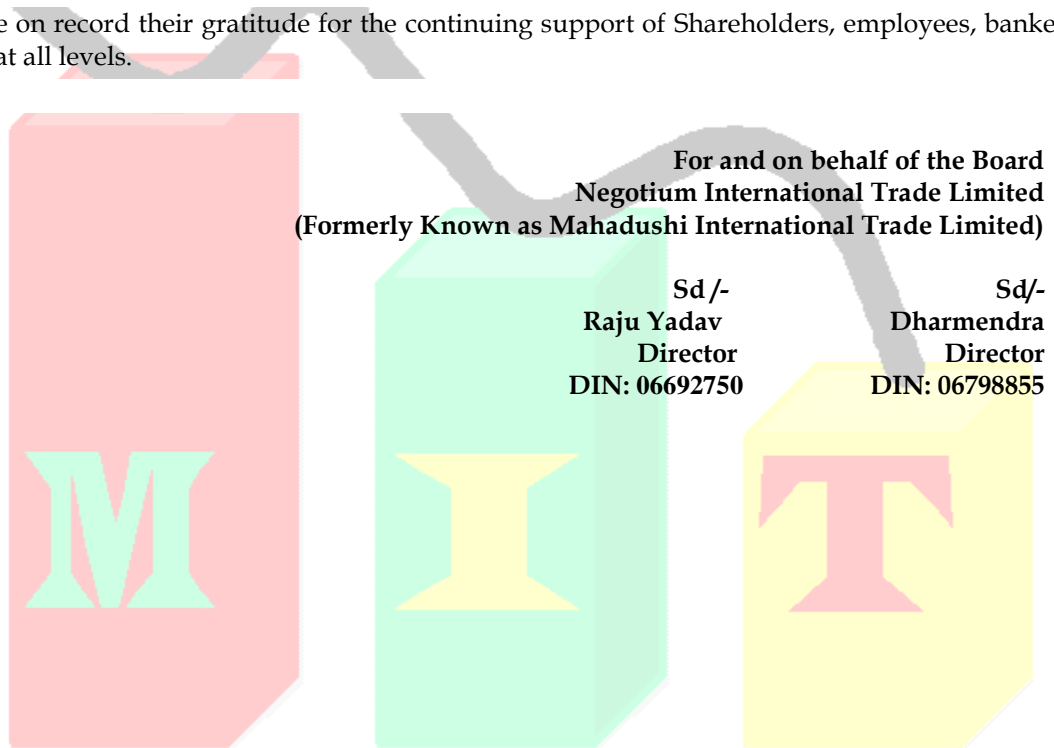
(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) the directors had 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 and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. - **NOT APPLICABLE**
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors place on record their gratitude for the continuing support of Shareholders, employees, bankers and Business associates at all levels.

Date: 02.09.2017
Place: New Delhi



For and on behalf of the Board
Negotium International Trade Limited
(Formerly Known as Mahadushi International Trade Limited)

Sd/-
Raju Yadav
Director
DIN: 06692750

Sd/-
Dharmendra
Director
DIN: 06798855

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74999DL1994PLC062446
2.	Registration Date	31/10/1994
3.	Name of the Company	Negotium International Trade Limited (Formerly Mahadushi International Trade Limited)
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	3/12, Ground Floor, Asaf Ali Road, New Delhi - 110002.
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. MCS Share Transfer Agent Ltd. F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 Ph:- 011-4140 6149 (Hunting) Fax:- 011-4170 9881 Email :- helpdeskdelhi@mcsregistrars.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Comm.Trading & Distribution	46201	100%

I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.	N.A.	N.A.

3	N.A.	N.A.	N.A.	N.A.	N.A.
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VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-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. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	595400	-	595400	15.18	5954000	-	5954000	15.18	3.82
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	595400	-	595400	15.18	5954000	-	5954000	15.18	Nil
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Others - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)					-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	595400	-	595400	15.18	5954000	-	5954000	15.18	Nil

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) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	1773083	-	1773083	45.2	17618114	-	17618114	44.92	0.29
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2,37,320	118879	3,56,199	9.08	2779076	1188790	3967866	10.12	1.04
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	1118252	50000	1168252	29.79	11182520	500000	11682520	29.79	-
c) Others (specify)	29316	-	29316	0.74	-	-	-	-	0.74
Sub-total (B)(2):-	3157971	168879	3326850	84.82	31579710	1688790	33268500	84.82	Nil

Total Public Shareholding (B)=(B)(1)+ (B)(2)	3157971	168879	3326850	84.82	31579710	1688790	33268500	84.82	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					
Grand Total (A+B+C)	37,53,371	168879	3922250	100	37533710	1688790	39222500	100	NIL

Note: During the year, The Company has split the face value of its share capital from Rs. 10/- per share into the shares of Rs. 1/- each.

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	Stride Placement Services Pvt Ltd	277500	7.08	-	2775000	7.08	-	-
2	HSK Real Estates Pvt Ltd	317900	8.11	-	3179000	8.11	-	-

Note: During the year, The Company has split the face value of its share capital from Rs. 10/- per share into the shares of Rs. 1/- each.

iii) Change in Promoters' Shareholding (please specify, if there is no change) - NO CHANGE

SN	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

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

S N	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
1.	RAJESH SINGLA				
	At the beginning of the year	250000	6.37	250000	6.37
	At the end of the year	250000	6.37	250000	6.37
2.	NITIN SINGLA				
	At the beginning of the year	2500000	6.37	2500000	6.37
	At the end of the year	250000	6.37	250000	6.37
3.	HIGH SPEED DISTANCE MOVERS PRIVATE LIMIT				
	At the end of the year	215274	5.49	215274	5.49
	At the end of the year	215274	5.49	215274	5.49
4.	ELEVATOR BUILDERS PRIVATE LIMITED				
	At the beginning of the year	229873	5.86	229873	5.86
	At the end of the year	1632253	4.16	1632253	4.16
5.	PADMAWATI TRADEVIN PVT LTD				
	At the beginning of the year	117269	2.99	117269	2.99
	At the end of the year	1172690	2.99	1172690	2.99
6.	SANDARV VINTRADE PRIVATE LIMITED				
	At the beginning of the year	103360	2.64	103360	2.64
	At the end of the year	103360	2.64	103360	2.64
7.	VIJAY JHINDAL				
	At the beginning of the year	100000	2.55	100000	2.55
	At the end of the year	100000	2.55	100000	2.55

8.	DARSWANA VINIMAY PRIVATE LIMITED				
	At the beginning of the year	96050	2.45	96050	2.45
	At the end of the year	960500	2.45	960500	2.45
8.	VINAHAST TRADING PRIVATE LIMITED				
	At the beginning of the year	125436	3.20	1054500	2.69
	At the end of the year	914310	2.33	914310	2.33
10.	AMIT PAHAWA				
	At the beginning of the year	84908	2.16	84908	2.16
	At the end of the year	84908	2.16	84908	2.16

Note: During the year, The Company has split the face value of its share capital from Rs. 10/- per share into the shares of Rs. 1/- each.

v) *Shareholding of Directors and Key Managerial Personnel: - NIL*

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				
	Transfer of shares from other promoters				
	At the end of the year				
		Nil	Nil	Nil	Nil

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment- NIL

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				

i) Principal Amount	-	102,715,667	-	102,715,667
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		102,715,667		102,715,667
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	12,591,867	-	12,591,867
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	90,123,800	-	90,123,800
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		90,123,800		90,123,800

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		<i>Managing Director</i>	Mr. Raju Yadav, <i>Whole-time Director</i>	Manager	
1	Gross salary	Nil	Nil	NA	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		Nil		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Nil		

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		Nil		
2	Stock Option		Nil		
3	Sweat Equity		Nil		
4	Commission - as % of profit - others, specify...		Nil		
5	Others, please specify				
	Total (A)		Nil		

B. Remuneration to other directors - NIL

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial				

Remuneration				
Overall Ceiling as per the Act				

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

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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Date: 02.09.2017
Place: New Delhi



For and on behalf of the Board
Negotium International Trade Limited
(Formerly Known as Mahadushi International Trade Limited)

Sd/-
Raju Yadav
Director
DIN: 06692750

Sd/-
Dharmendra
Director
DIN: 06798855

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Negotium International Trade Limited
(Formerly known as Mahadushi International Trade Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Negotium International Trade Limited formerly Known as Mahadushi International Trade Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon we report that -

- a. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
- b. We have followed the Audit Practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- c. We don't verify the correctness and appropriateness of the financial statements of the company.
- d. Where ever required, we have obtained the management representation about the compliances of law, rules and regulations and happening of events etc.
- e. The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to verification of procedures on test basis.
- f. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on our verification of the Negotium International Trade Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in placed to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by “the Company” for the financial year ended on 31st March 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; following are observations:
- During the period under audit, the Company has no Company Secretary;
 - During the period under audit, the Company has not appointed Chief Financial Officer.
 - During the period under audit, there are some delays in filing intimations to the BSE.
 - The Company has filed/submitted various e-forms with late fees with ROC during the period under review.
 - During the period under audit, the Company has sub-divided their shares from Rs. 10/- per share to Rs. 1/- Each in AGM held on 30th September 2016
 - The Company has changed their name from Mahadushi International Trade Limited to Negotium International Trade Limited w.e.f. 30th September 2016.
 - During the period under audit, the Company has not redressed the Shareholder grievances as per SCORE some matter is still not resolved and pending from long time.
 - Short Term Loan and Advance from other party name of parties not clear in Balance Sheet for year ended 31-03-2017.
 - Short Term Borrowing from other party name is not clear in Balance Sheet for year ended 31-03-2017.
 - Investments in Equity and other instrument details of investment not mentioned in Balance Sheet notes.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under duly complied for the period 1st April 2016 to 31st March 2017.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under were duly complied for the period 1st April 2016 to 31st March 2017.
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; are not applicable on the company for the FY 2016-17 as disclosed by the Management of the company.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: The Company has filed all disclosure within prescribed time and duly complied all the provisions as disclosed by the Management of the company.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015); The Company has filed all disclosures within prescribed time and duly complied all the provisions as disclosed by the Management of the company.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: The said regulations were not applicable to the company during the year ended 31-03-2017.

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: The said guidelines were not applicable to the company during the year ended 31-03-2017.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: The said regulations were not applicable to the company during the year ended 31-03-2017.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: The regulations in relation to the Companies Act and dealing with client provisions were duly complied.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: The regulations were not applicable to the company during the year ended 31-03-2017, and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: The regulations were not applicable to the company during the year ended 31-03-2017.
- (vi) The applicable provisions of the Customs Act 1962, FEMA 1999 and the Central Excise Act, 1944 are not applicable on the company. We have obtained the management representation in this regard.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors(SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India is effective from 1st July 2015 are generally complied.
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited, Mumbai; and SEBI (Listing Obligations and Discloser Requirements) Regulation 2015 made effective from 1st December 2015. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. to the extent applicable as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors but some instance the balance was not proper.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period the company has given full corporation and give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 2nd September 2017

Place: New Delhi

**For S.K. Jha & Associates
Company Secretaries**

Sd-

Sanjay Kumar Jha

Prop.

M. No. -5076

C.P. No.:3749



INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS

**M/S. NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)**

Report on the Financial Statements

We have audited the accompanying financial statements of **NEGOTIUM INTERNATIONAL TRADE LIMITED (Formerly Known as Mahadushi International Trade Ltd.)** (CIN: L65993DL1980PLC010636) ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan

and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

g) The Company has provided requisite disclosures in its financial statements dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 30 to the financial statements.

**For G.P.Keshri & Associates
Chartered Accountants**

Sd-

CA. Gopal Prasad Keshri

Partner

FRN: 017251N

M.NO.: 098476

Place: New Delhi

Date: 29-05-2017



NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)
"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company..
- 2) (a) Company does not have any inventory at the end of the year.
- (b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under

review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For G.P.Keshri & Associates.

Chartered Accountants

Sd-

CA. Gopal Prasad Keshri

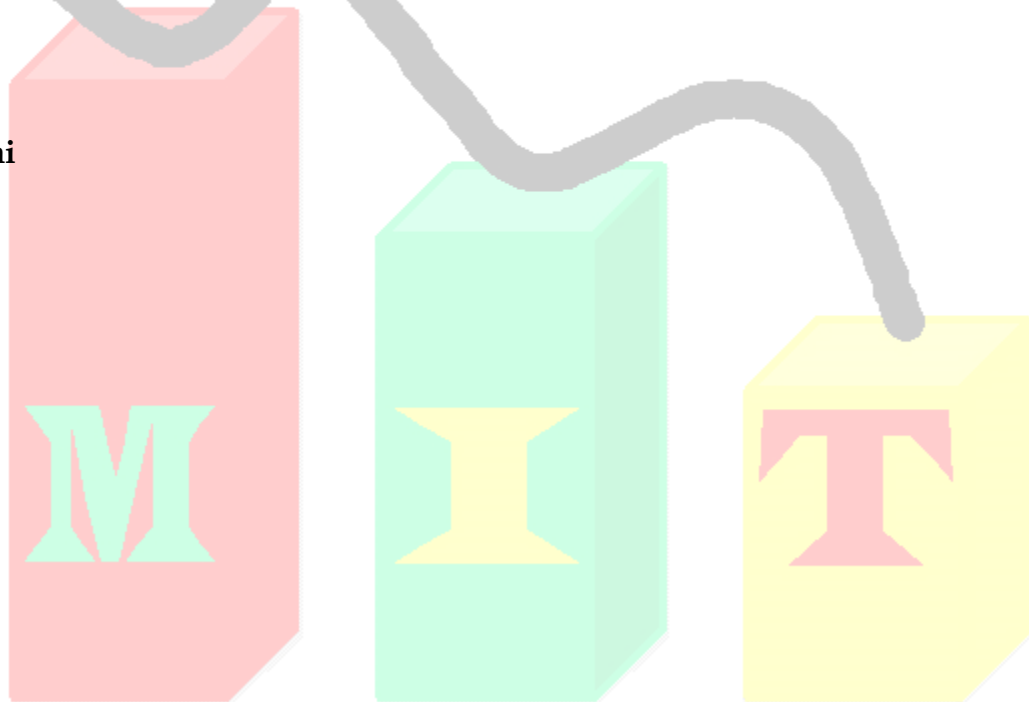
Partner

FRN: 017251N

M.NO.: 098476

Place: New Delhi

Date: 29-05-2017



**NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)**

“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ACHAL NEGOTIUM INTERNATIONAL TRADE LIMITED (Formerly Known as Mahadushi International Trade Ltd.)** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For G.P.Keshri & Associates.

Chartered Accountants

Sd-

CA. Gopal Prasad Keshri

Partner

FRN: 017251N

M. NO: 098476

Place: New Delhi

Date: 29-05-2017

NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)
CIN : L74999DL1994PLC062446
Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002
Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	39,222,500	39,222,500
(b) Reserves and Surplus	2	(6,155,503)	(6,424,094)
<u>(2) Non-Current Liabilities</u>			
(a) Deferred Tax Liabilities (Net)	3	-	4,336
(b) Other Long Term Liabilities	4	88,583,800	101,175,667
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	5	1,540,000	1,540,000
(b) Trade Payables	6	29,859,767	18,827,570
(c) Other Current Liabilities	7	355,553	253,128
(d) Short-Term Provisions	8	120,893	306,749
Total		153,527,010	154,905,856
II.Assets			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Tangible Assets	9	139,412	240,870
(ii) Intangible Assets		-	-
(iii) Capital Work-In-Progress		-	-
(iv) Intangible Assets Under Development		-	-
(b) Non-Current Investments	10	88,595,100	88,595,100
(c) Deferred Tax Assets (net)	11	40,967	-
(d) Long Term Loans And Advances	12	-	-
(e) Other Non-Current Assets	13	112,360	224,720
<u>(2) Current Assets</u>			
(b) Inventories	14	-	-
(c) Trade Receivables	15	21,311,789	18,172,606
(d) Cash & Bank Balances	16	3,866,719	580,030
(e) Short-Term Loans And Advances	17	39,172,730	46,807,536

(f) Other Current Assets	18	287,933	284,995
Total		153,527,010	154,905,856

NOTES TO ACCOUNTS

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.

**G.P.KESHRI & ASSOCIATES
CHARTERED ACCOUNTANTS**

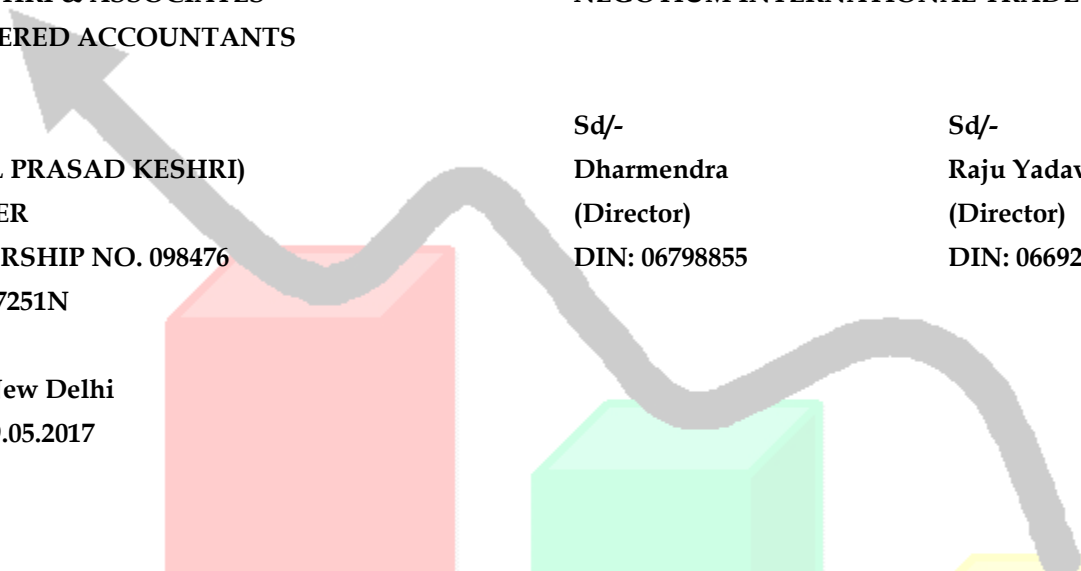
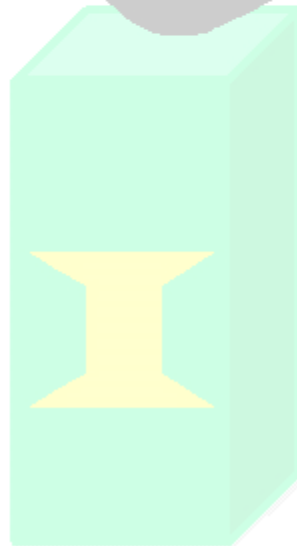
**ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL TRADE LIMITED**

(GOPAL PRASAD KESHRI)
PARTNER
MEMBERSHIP NO. 098476
FRN: 017251N

Sd/-
Dharmendra
(Director)
DIN: 06798855

Sd/-
Raju Yadav
(Director)
DIN: 06692750

Place : New Delhi
Date : 29.05.2017



NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)

CIN : L74999DL1994PLC062446

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002

Profit and Loss statement for the year ended 31st March, 2017

(Amount in Rs.)

Particulars	Note No	As at 31.03.2017	As at 31.03.2016
I. Revenue From Operations	19	15,678,698	36,214,089
II. Other Income	20	1,651,750	1,661,781
III. Total Revenue (I +II)		17,330,448	37,875,870
IV. Expenses:			
Cost Of Materials Consumed	21	14,532,197	33,728,010
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	-	-
Employee Benefit Expense	23	1,007,690	935,071
Financial Costs	24	7,733	2,448
Depreciation And Amortization Expense	25	101,457	205,219
Other Expenses	26	1,332,981	2,099,609
Total Expenses		16,982,059	36,970,357
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	348,389	905,513
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		348,389	905,513
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		348,389	905,513
X. Tax expense:			
(1) Current Tax		120,893	306,749
(2) Deferred Tax		(45,303)	(26,946)
(3) Income Tax Adjustment		4,208	-
(4) Deferred Tax Adjustment		-	-
XI. Profit(Loss) from the operations.	(IX-X)	268,591	625,710
DISCONTINUING OPERATIONS			

XII. Profit/(Loss) from discontinuing operations	-	-
XIII. Tax expense of discounting operations	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-
XV. Profit/(Loss) for the period (XI + XIV)	268,591	625,710
XVI. Earning Per Equity Share:		
(1) Basic	0.0068	0.0160
(2) Diluted	0.0068	0.0160

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our report of even date attached.

G.P.KESHRI & ASSOCIATES

CHARTERED ACCOUNTANTS

(GOPAL PRASAD KESHRI)

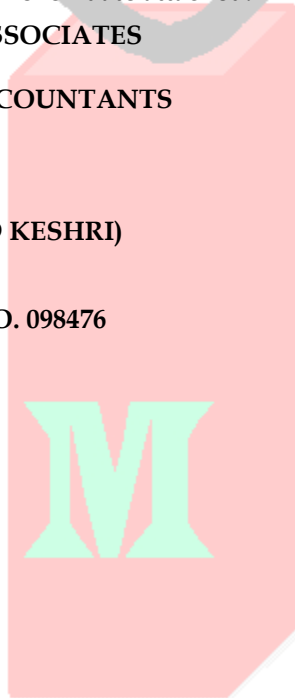
PARTNER

MEMBERSHIP NO. 098476

FRN: 017251N

Place : New Delhi

Date : 29.05.2017



ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL TRADE
LIMITED

Sd/-
Dharmendra
(Director)
DIN: 06798855



Sd/-
Raju Yadav
(Director)
DIN: 06692750



NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)
CIN : L74999DL1994PLC062446

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002

Cash Flow Statement

For the Year Ending 31-Mar-2017	Amounts Rs.	Amounts Rs.
Particulars	As at 31.03.2017	As at 31.03.2016
<u>CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
Net profit before tax	348,389	905,513
Adjustment for:		
Add: Depreciation & Amortisation Expenses	213,817	317,579
	562,207	1,223,092
<u>Adjustments for:</u>		
Decrease (Increase) in Trade & Other Receivables	(3,139,183)	(14,151,195)
Decrease (Increase) in Other Current Assets	(2,938)	(85,285)
Decrease (Increase) in Inventories	-	-
Increase (Decrease) in Trade & Other Payables	11,032,197	16,602,380
Increase (Decrease) in Other Current Liabilities	102,425	(73,721)
	7,992,501	2,292,179
Net Changes in Working Capital	8,554,708	3,515,271
<u>Cash Generated from Operations</u>		
Adjustment of Taxes	310,957	218,343
Net Cash Flow from Operating Activities (A)	8,243,751	3,296,928
<u>CASH FLOW FROM INVESTING ACTIVITIES :</u>		
(-) Purchase of Fixed Assets	-	-
(Increase) in Long Term Loan & Advances	-	27,368,634
(Increase) in Short Term Loan & Advances	7,634,806	(2,196,940)
Sale/ (Purchase) of Investment	-	(85,334,000)
Net Cash Flow from Investing Activities (B)	7,634,806	(60,162,306)
<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital and Proceeds from Share Application Money	-	-
Increase / (Repayment) of Secured/unsecured loans	(12,591,867)	54,851,867
Increase in Short Term Borrowings	-	1,540,000
Preliminary Expenses incurred	-	-
Net Cash Flow from Financing Activities (C)	(12,591,867)	56,391,867

Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	3,286,690	(473,511)
Cash and cash equivalents at the beginning of the year / Period	580,030	1,053,541
Cash and cash equivalents at the end of the year/ Period	3,866,719	580,030

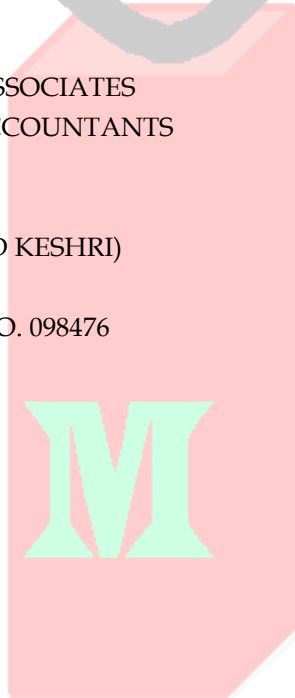
* **Note:** The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.

As per our report of even date

G.P.KESHRI & ASSOCIATES
CHARTERED ACCOUNTANTS

(GOPAL PRASAD KESHRI)
PARTNER
MEMBERSHIP NO. 098476
FRN: 017251N

Place : New Delhi
Date : 29.05.2017



ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL TRADE
LIMITED

Sd/-
Dharmendra
(Director)
DIN: 06798855



Sd/-
Raju Yadav
(Director)
DIN: 06692750



NEGOTIUM INTERNATIONAL TRADE LIMITED

CIN : L74999DL1994PLC062446

Notes Forming Part of the Balance Sheet

Note : 1 Share Capital

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	AUTHORIZED CAPITAL Equity Shares of Re. 1/- each	60,000,000	60,000,000
2	ISSUED Equity Shares of Re. 1/- each	39,222,500	39,222,500
3	SUBSCRIBED & PAID UP CAPITAL Equity Shares of Re. 1/- each	39,222,500	39,222,500
	Total	39,222,500	39,222,500

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
(2)	(a) Shares Application Money	-	-
-	Total	-	-

A) **Reconciliation of Number of Shares:**

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number	Amounts	Number	Amounts
Shares outstanding at the beginning of the year*	39,222,500	39,222,500	39,222,500	39,222,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of year	39,222,500	39,222,500	39,222,500	39,222,500
	39,222,500	39,222,500	39,222,500	39,222,500

B) **Details of Shareholders holding more than 5% shares as at 31 March 2017**

Name of Shareholders	No. of Shares held (Face Value of Rs. 1 Each)	% of Holding	No. of Shares held (Face Value of Rs. 1 Each)	% of Holding
Nitin Singla	2,500,000	6.37%	2,500,000	6.37%
Stride Placement Services Pvt. Ltd.	2,775,000	7.08%	2,775,000	7.08%
HSK Real Estate Pvt. Ltd.	3,179,000	8.11%	3,179,000	8.11%
High Speed Distance Movers Private Limited	2,15,2740	5.49%	2,152,740	5.49%
Elevator Builders Private Limited	1,632,253	4.16%	2,298,730	5.86%
Rajesh Singla	2,500,000	6.37%	2,500,000	6.37%

NEGOTIUM INTERNATIONAL TRADE LIMITED

CIN : L74999DL1994PLC062446

Notes Forming Part of the Balance Sheet

Note : 2 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Surplus (Profit & Loss Account)		
	Op. Balance of Profits & Loss A/C	(6,424,094)	(7,049,804)
	Current Year Profit & Loss A/C	<u>268,591</u>	<u>625,710</u>
	Total	<u>(6,155,503)</u>	<u>(6,424,094)</u>
	Total	(6,155,503)	(6,424,094)

Note : 3 Deferred Tax Liabilities (Net)

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Deferred Tax Liability	-	4,336
	Total	-	4,336

Note : 4 Other Long Term Liabilities

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Advance from Customer	-	-
2	Loans and Advances from Unrelated Party		
	Secured	-	-
	Unsecured	88,583,800	101,175,667
	Total	88,583,800	101,175,667

Note : 5 Short Term Borrowings

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	<u>Loan Repayable on Demand</u>		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-

3	Deposits	-	-
4	Advance from Customer	-	-
5	Others	1,540,000	1,540,000
Total		1,540,000	1,540,000.00

Note : 6 Trades Payable

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
	Trades Payable	29,859,767	18,827,570
Total		29,859,767	18,827,570

Note : 7 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Audit Fees Payable	32,825	25,000
2	Salary Payable	272,728	228,128
5	Other Payable	50,000	-
Total		355,553	253,128

Note : 8 Short Term Provisions

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Provision For Income Tax	120,893	306,749
Total		120,893	306,749

NEGOTIUM INTERNATIONAL TRADE LIMITED

CIN : L74999DL1994PLC062446

Notes Forming Part of the Balance Sheet

Note : 10 Non Current Investment

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
	Investments (At cost):	-	-
	(a) Investment in equity & Other instruments	88,595,100	88,595,100
	Total	88,595,100	88,595,100

Note : 11 Deferred Tax Assets (Net)

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
	Deferred Tax	40,967	-
	Total	40,967	-

Note : 12 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	<u>Loans & Advances to unrelated parties</u>		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	-	-
	c) Doubtful		
	Total	-	-

Note : 13 Other Non Current Assets

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Long Term Non Current Assets		
	a) Secured, Considered Good :	-	-

	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Misc. Expenditure	112,360	224,720
	Total	112,360	224,720

Note : 14 Inventories

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Raw Material	-	-
2	Finished Goods	-	-
	Total	-	-

Note : 15 Trade Receivables

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	21,311,789	18,172,606
	-	-	-
	-	-	-
	Total	21,311,789	18,172,606

Note : 16 Cash & Bank Balances

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
	Cash in Hand	86,750	560,096
	Bank Balance	3,779,970	19,934
	Total	3,866,719	580,030

Note :17 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Loans & Advances to related parties		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Loans & Advances to unrelated parties		
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	39,172,730	46,807,536
	c) Doubtful		
	Total	39,172,730	46,807,536

Note : 18 Other Current Assets

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Advance Income Tax	-	-
2	TDS	239,818	236,880
3	MAT Credit	48,115	48,115
	Total	287,933	284,995

Note : 19 Revenue from Operations

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Gross Sale	15,678,698	36,214,089
2	Contract Income	-	-
	Total	15,678,698	36,214,089

Note : 20 Other Income

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Interest Income	1,651,750	1,661,781
	Total	1,651,750	1,661,781

Note : 21 Cost of Material Consumed

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Purchases Of Goods	14,532,197	33,728,010
	Total	14,532,197	33,728,010

Note : 22 Change in Inventories

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Closing Stock	-	-
2	Opening Stock	-	-
	Total	-	-

Note : 23 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Salary & Wages	1,007,690	935,071
	Total	1,007,690	935,071

Note :24 Financial Cost

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Bank Expenses	7,733	2,448
	Total	7,733	2,448

Note : 25 Depreciation & Amortised Cost

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Depreciation	101,457	205,219
	Total	101,457	205,219

Note : 26 Other Expenses

Sr. No	Particulars	As at 31.03.2017	As at 31.03.2016
	<u>Administrative Expenses:</u>		
	Advertisement Expenses	66,573	206,885
	Audit Fees	25,000	25,000
	Legal & Filling Fees	-	67,182
	Listing Fees	298,836	236,120
	Misc. Exp.	33,142	86,542
	Printing & Stationary	25,622	26,949
	Rent	-	-
	Interest on TDS	-	885
	Telephone Expenses	22,086	38,620
	Tour & Travelling Expenses	221,860	203,334
	Preliminary Expenses W/O	112,360	112,360
	Filling Fee	61,659	-
	Book Storage Charges	25,138	18,141
	Other Expenses	253,715	825,600
	Professional Charges	140,680	206,448
	Interest on IT	-	6,594
	Web Charges	4,000	-
	Custodian fees	42,310	38,949
	Total	1,332,981	2,099,609

NOTE NO 2.7: FIXED ASSETS

NEGOTIUM INTERNATIONAL TRADE LIMITED

CIN : L74999DL1994PLC062446

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002

Depreciation Chart as per companies Act' 2013 as on 31st March 2017

Date of Purchase	Name of Assets	Original Cost	Dep charged upto 31.03.2016	WDV as on 01.04.2016	Addition During the Year	Life as per Co. Act, 2013	Life Used till 31/03/2016	Remaning Life	Salva ged value	Deprecia ble amount over whole life	Rate of Dep.	Dep. for the year	W.D.V. as on 31.03.2017
(A) Furniture and Fixtures													
N . A .	Furniture and Fixtures	71,085	39,895	31,190		10	4	6.00	3,554	67,531	30.37%	9,472.98	21,717.02
TOATL (A)		71,085	39,895	31,190					3,554	67,531	-	9,472.98	21,717.02
(B) Office Equipments													
N . A .	Computers & Printers	713,260	625,041	88,219	-	5	4	1.00	35,663	677,597	59.57%	52,556.41	35,662.59
20-Aug-14	Computers & Printers	75,600	45,508	30,092	-	5	1.61	3.39	3,780	71,820	45.07%	13,562.35	16,529.65
15-Jun-13	Generator	16,050	12,331	3,719	-	5	2.79	2.21	803	15,247	50.05%	1,861.50	1,857.50
15-Jun-13	Machinery	176,332	89,510	86,822	-	10	2.79	7.21	8,817	167,515	27.19%	23,605.74	63,216.26
8-Oct-13	Mobile	3,150	2,322	828	-	5	2.48	2.52	158	2,992	48.13%	398.44	429.56
TOATL (A)		984,392	774,712	209,680	-				49,221	935,171		91,984.45	117,695.55
31-Mar-16	31-Mar-17												
TOATL (A+B)		1,055,477	814,607	240,870					52,775	1,002,702		101,457.43	139,412.57

NEGOTIUM INTERNATIONAL TRADE LIMITED
(Formerly Known as Mahadushi International Trade Ltd.)

CIN : L74999DL1994PLC062446

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002

Depreciation Chart as per companies Act' 2013 as on 31st March' 2016

Note : 9 Fixed Assets

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		Value as on 01.04.2016	Addition during the year	Deduction during the year	Value as on 31.03.2017	Value as on 01.04.2016	Addition during the year	Deducti on during the year	Value as on 31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016
I	<u>Tangible Assets</u>										
1	Computer & Software	788,860	-	-	788,860	670,549	66,119	-	736,668	52,192	118,311
2	Furnitures & Fixtures	71,085	-	-	71,085	39,895	9,473	-	49,368	21,717	31,190
3	Machinery	176,332	-	-	176,332	89,510	23,606	-	113,116	63,216	86,822
4	Generator	16,050	-	-	16,050	12,331	1,862	-	14,192	1,858	3,719
5	Mobile	3,150	-	-	3,150	2,322	398	-	2,721	429	828
	SUB TOTAL (A)	1,055,477	-	-	1,055,477	814,607	101,457	-	916,065	139,412	240,870
II	<u>Intangible Assets</u>										
	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	1,055,477	-	-	1,055,477	814,607	101,457	-	916,065	139,412	240,870
	(Previous Year)	1,055,477	-	-	1,055,477	609,388	205,219	-	814,607	240,870	446,089

NEGOTIUM INTERNATIONAL TRADE LIMITED

CIN : L74999DL1994PLC062446

Reg. Office: 3/12, Ground Floor, Asaf Ali Road, New Delhi-110002

Notes Forming Part of the Balance Sheet

Note : 27 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

11 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) All the investments made by the company are valued at Cost .
- 3) Managerial Remuneration: NIL
- 4) The company does not have any inventory as on 31.03.2017.
- 5) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

- 6) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 7) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

8) *Earning Per Share:*

Particulars	As at 31.03.2017
Net profit after tax available for Equity Shareholders (Rs.) (A)	268,591
Number Equity Shares outstanding* (Nos.) (B)	39,222,500
Dilutive potential Equity Shares (Nos.)	-
Dilutive shares outstanding (Nos.) (C)	39,222,500
Nominal value per Equity Shares (Rs./ Share)	1.00
Basic Earnings per share (Rs./ Share) (A) / (B)	0.0068
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.0068

*The Company has sub-divided the face value of shares from Rs. 10/- to Re. 1/- as per provisions of Companies Act 2013

- 9) Company has followed ICDS which has notified by the CBDT Notification No. 87/2016 dt. 29 Sept. 2016.

As per our report of even date attached.

G.P.KESHRI & ASSOCIATES

CHARTERED ACCOUNTANTS

Sd/-

(GOPAL PRASAD KESHRI)

PARTNER

MEMBERSHIP NO. 098476

FRN: 017251N

Place : New Delhi

Date : 29.05.2017

ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL TRADE
LIMITED

Sd/-

Dharmendra

(Director)

DIN: 06798855

Sd/-

Raju Yadav

(Director)

DIN: 06692750

NEGOTIUM INTERNATIONAL TRADE LIMITED

**Fixed Assets & Depreciation
Schedule**

AS PER INCOME TAX ACT

PARTICULARS	RATE	OP.BAL.	ADDITION		DELETION	BALANCE	DEPRECIATION FOR THE YEAR	NET BLOCK
		Value as on 01.04.2016	MORE THAN 180 DAYS	LESS THAN 180 DAYS				Value as on 31.03.2017
COMPUTERS	60%	62,194	-	-	-	62,194	37,316	24,878
FURNITURES & FIXTURES	10%	49,230	-	-	-	49,230	4,923	44,307
PLANT AND MACHINERY	15%	99,997	-	-	-	99,997	15,000	84,998
GENERATOR	15%	9,117	-	-	-	9,117	1,368	7,750
TOTAL		220,539	-	-	-	220,539	58,607	161,932

NEGOTIUM INTERNATIONAL TRADE LIMITED
PROVISION FOR DEFFERED TAX LIABILITY AS ON 31.03.2017

	AS PER CO ACT	AS PER IT ACT	TIMING DIFF.
DEPRECIATION	205,219	58,607	(146,613)
DTL/(DTA)(30.90%)			(45,303)
Add Previous balance DTL			(4,336)
Net DTL			(40,967)

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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder	
Registered Address	
Email Id	
DP ID*	
Client Id*	
Folio No.	

*Applicable for Investors holding shares in Electronic Form

I/We, being the Member(s) of shares of Negotium International Trade Limited (the above named Company), hereby appoint

Name : _____

Address _____

Email id : _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the of Negotium International Trade Limited will be held at Navkar Tirth Atisey, Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi on Friday, 29th September, 2017 at 09:00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolutions(s)	Vote	
		For	Against
1.	To Receive, consider and Adopt statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2017		
2.	To re-appoint Ms. Dharmendra as Director liable to retire by rotation.		
3.	To Ratify the appointment of M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants, FRN 017251N, Chartered Accountants as Statutory Auditors & fixing their remuneration		

Signed this _____ day of _____ 20_____

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamm

Note :

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting on 29.09.2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____

I hereby record my presence at the Annual General Meeting of the of Negotium International Trade Limited will be held at Navkar Tirth Atisey, Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi on Friday, 29th September, 2017 at 09:00 A.M.

(Member's /Proxy's Signature)

Note:

- 1.Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2.In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3.The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map for Annual General Meeting

