

NEGOTIUM INTERNATIONAL TRADE LIMITED

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002,
Email ID- mditrade@yahoo.com, Website: www.mahadushiinternational.com
CIN: L74999DL1994PLC062446

Date: 25.11.2019

To,

BSE Limited
P J Towers, Dalal Street
Mumbai - 400001
Scrip Code: 537838;
Scrip ID: NEGOTIUM

Sub: Submission of Annual Report for 2018-2019

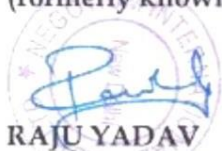
Dear Sir/Madam,

Please find enclosed herewith Annual Report for the financial year 2018-2019.

Please update the same in your records

Thanking You.

For Negotium International Trade Ltd
(formerly known as Mahadushi International Trade Limited)



RAJU YADAV
Wholetime Director
Din: 06692750

NEGOTIUM INTERNATIONAL TRADE LIMITED



CONTENTS

S. No.	PARTICULARS
1.	Corporate Information
2.	Notice
3.	Annexure To Notice
4.	Director's Report
5.	MGT-9
6.	Secretarial Audit Report – MR-3
7.	Certificate Of Non-Disqualification Of Directors
8.	Auditors Report for the year ended 31st March,2019
9.	Balance Sheet as on 31 st March, 2019
10.	Profit and Loss Account
11.	Cash Flow Statement
12.	Notes forming part of the Balance Sheet, Profit & Loss Account Significant Accounting policies
13.	Proxy form/Attendance Slip
14.	Map for Annual General Meeting

CORPORATE INFORMATION

BOARD OF DIRECTORS (AS ON 31.03.2019)

Raju Yadav - Whole Time Director

Chandan Mandal - Non Executive and Non Independent Director

Amar Sharma - Non Executive Independent Director

COMPLIANCE OFFICER

Mr. RAJU YADAV

STATUTORY AUDITORS

M/s. G.P.KESHRI & ASSOCIATES,

Chartered Accountants

BANKER TO THE COMPANY

Oriental Bank of Commerce, New Delhi

REGISTERED OFFICE

3/12, Ground Floor, Asaf Ali Road, New Delhi - 110002

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 : 25th September, 2019 at 09:00 A.M.

Day : Wednesday

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

NEGOTIUM INTERNATIONAL TRADE LIMITED

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002,
Email Id- mditrade@yahoo.com, Website: www.mahadushiinternational.com
CIN: L74999DL1994PLC062446

NOTICE

Notice is hereby given that 25th Annual General Meeting of **Negotium International Trade Limited (Formerly Known as Mahadushi International Trade Limited)** will be held on Wednesday, 25th September, 2019 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 Balance sheet of the Company for the financial year ended on 31st March 2019, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.**
- 2. To appoint a Director in place of Mr. Chanadan Mandal, who retires by rotation and, being eligible, offer himself for re-appointment.**
- 3. To Ratify the appointment of M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants (Firm Registration number 017251N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till conclusion of Next Annual General Meeting and to authorize the Board to fix their remuneration.**

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: 26.08.2019
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 **21st September, 2019 to 24th September, 2019** (both days inclusive).
6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

8. Voting through electronic means

I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by National Securities Depository Limited (NSDL).

II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Votingsystem.

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

IV. The e-voting period commences on **September 22, 2019 (9:00 am) and ends on September 24, 2019 (5:00 pm)**. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 18, 2019**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. September 18, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com

VI. The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in activestatus.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csskparashar@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

1. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.
2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

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

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

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

Date: 26.08.2019
Place: New Delhi

NEGOTIUM INTERNATIONAL TRADE LIMITED

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002,
Email Id- mditrade@yahoo.com, Website: www.mahadushiinternational.com
CIN: L74999DL1994PLC062446

ANNEXURE I TO THE NOTICE

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

Name	Mr. Chandan Mandal
Age	30 Years
Qualifications	Graduation
Experience	8 Years
Terms and conditions of appointment including details of remuneration	Mr. Chandan Mandal hold the office of Non Independent Director w.e.f 26 th March, 2018. He is not entitled for remuneration as per the provisions of Companies Act, 2013. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	26/03/2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2018-19	5
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: 1. VERUM PROPERTIES LIMITED 2. DHOLPUR BREWERIES & BOTTTLERS LIMITED 3. KANAK KRISHI IMPLEMENTS LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

DIRECTORS' REPORT

To,
The Members,
Negotium International Trade Limited

Your Directors have pleasure in presenting the 25th 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, 2019.

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, 2019	For the Financial year ended as on 31 st March, 2018
	Amount (in Rs.)	Amount (in Rs.)
Income	9,71,294.00	8,191,255.00
Less: Expenditure	9,04,698.00	8,126,985.00
Profit/(Loss) before taxation	66,596.00	64,270.00
Less: Current Tax	12,712.00	16,318.00
Deferred tax / Deferred tax adjustment	5,323.00	29,755.00
Net profit/ (Loss) after taxation	48,561.00	18,197.00

During the year under review, the Company's income is Rs. 9,71,294.00/- as against income of Rs. 81,91,255.00/- in 2017-18. The net profit after tax during the year has been Rs. 48,561/- as against the net profit of Rs. 18,197/- in the previous year.

DIVIDEND

The Directors have not recommended any dividend for the financial year 2018-19 for growth requirement and expansion of the business.

RESERVE AND SURPLUS

As on 31st March, 2019, Rs. 48,561/- is being transferred to the Amount of Reserve and Surplus as the current year profit.

CHANGE IN THE SHARE CAPITAL

During the period under review, no change in share capital of the company

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 2018-19(Rs. In Lakhs)	% increase in Remuneration in FY 2018-19**	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 2019 was 2.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2018-19 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, 2019 -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, 2019, 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. Raju Yadav was appointed as Whole Time Director of the company w.e.f 01st January, 2019 for a further period of 5 years .

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 there under. 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 Six (6) 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.

30th May, 2018, 13th August, 2018, 23rd August, 2018, 14th November, 2018, 01st January, 2019 and 11th February, 2019.

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 2018-19 on 30.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019 following is the composition:

As on 31st March, 2019, the Composition of Audit Committee is as follows:

Name of Member	Designation	Category
Mr. Amar Sharma	Chairman	Non Executive and Independent Director
Mr. Chandan Mandal	Member	Non Executive and Non Independent Director
Mr. Raju Yadav	Member	Whole Time 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 2018-19 on 30.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019, following is the composition:

Name of Member	Designation	Category
Mr. Amar Sharma	Chairman	Non Executive and Independent Director
Mr. Chandan Mandal	Member	Non Executive and Non Independent Director
Mr. Raju Yadav	Member	Whole Time 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 2018-19 on 30.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019 following is the composition:

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

Name of Member	Designation	Category
Mr. Amar Sharma	Chairman	Non Executive and Independent Director
Mr. Chandan Mandal	Member	Non Executive and Non Independent Director
Mr. Raju Yadav	Member	Whole Time 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 2018-19 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 has appointed M/s. Kumar Satish & Associates, Company Secretaries, to undertake the Secretarial audit of the Company for the Financial Year 2018-19. The report is annexed herewith as Annexure B.

With respect to the qualifications, the Company has appointed Company Secretary and Chief Financial officer w.e.f 01st January, 2019 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 Organization'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.

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

Sd/-	Sd/-
Raju Yadav	Chandan Mandal
Director	Director
DIN: 06692750	DIN: 08091815

**Date: 26.08.2019
Place: New Delhi**

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2019****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.

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-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/. HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	5954000	-	5954000	15.18	5954000	-	5954000	15.18	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	5954000	-	5954000	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) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-					
a) Bodies Corp.	16877094	500000	17377094	44.30	16674456	500000	17174456	43.79	0.51
i) Indian									-
ii) Overseas									-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2975262	1158790	4134052	10.54	3262900	803078	4065978	10.37	0.17
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	11757354	-	11757354	29.98	11757354	270712	12028066	30.67	-0.69
c) Others (specify)	-	-	-	-	-	-	-	-	
Sub-total (B)(2):-	31609710	1658790	33268500	84.82	31694710	1573790	33268500	84.82	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	31609710	1658790	33268500	84.82	31694710	1573790	33268500	84.82	Nil

C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	37563710	1658790	39222500	100	37648710	1573790	39222500	100	

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.	2775000	7.08	-	2775000	7.08	-	-
2	HSK Real Estates Pvt. Ltd.	3179000	8.11	-	3179000	8.11	-	-

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
1	Stride Placement Services Pvt. Ltd.	2775000	7.08	2775000	7.08
2	HSK Real Estates Pvt. Ltd.	3179000	8.11	3179000	8.11

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

SN	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	2500000	6.37	2500000	6.37

	At the end of the year	2500000	6.37	2500000	6.37
2.	NITIN SINGLA				
	At the beginning of the year	2500000	6.37	2500000	6.37
	At the end of the year	2500000	6.37	2500000	6.37
3.	HIGH SPEED DISTANCE MOVERS PRIVATE LIMIT				
	At the end of the year	2152740	5.49	2152740	5.49
	At the end of the year	2152740	5.49	2152740	5.49
4.	MANINAGAR AGENCIES PRIVATE LIMITED				
	At the beginning of the year	914810	2.33	914810	2.33
	At the end of the year	914810	2.33	914810	2.33
5.	PADMAWATI TRADEVIN PVT LTD				
	At the beginning of the year	1172690	2.99	1172690	2.99
	At the end of the year	1172690	2.99	1172690	2.99
6.	STARWISE INFRAHOMES PRIVATE LIMITED				
	At the beginning of the year	1033600	2.64	1033600	2.64
	At the end of the year	1033600	2.64	1033600	2.64
7.	VIJAY JHINDAL				
	At the beginning of the year	1000000	2.55	1000000	2.55
	At the end of the year	1000000	2.55	1000000	2.55
8.	SHIVMANI VINIMAY PRIVATE LIMITED				
	At the beginning of the year	960500	2.45	960500	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				
	At the end of the year				
10.	AMIT PAHAWA				
	At the beginning of the year	846390	2.16	846390	2.16
	At the end of the year	857952	2.19	846390	2.19

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	-	80,405,800.00	-	80,405,800.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		80,405,800.00	-	80,405,800.00
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	80,405,800.00	-	80,405,800.00
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		80,405,800.00	-	80,405,800.00

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
		Managing Director	Mr. Raju Yadav, Whole-time Director	Manager	
1	Gross salary	Nil	Nil	NA	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	NA	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	NA	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	NA	Nil
2	Stock Option	Nil	Nil	NA	Nil
3	Sweat Equity	Nil	Nil	NA	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	NA	Nil
5	Others, please specify	Nil	Nil	NA	Nil
	Total (A)	Nil	Nil	NA	Nil

B. Remuneration to other directors - NIL

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	NA	NA	NA	NA
	Fee for attending board committee meetings	NA	NA	NA	NA

	Commission	NA	NA	NA	NA
	Others, please specify	NA	NA	NA	NA
	Total (1)	NA	NA	NA	NA
2	Other Non-Executive Directors	NA	NA	NA	NA
	Fee for attending board committee meetings	NA	NA	NA	NA
	Commission	NA	NA	NA	NA
	Others, please specify	NA	NA	NA	NA
	Total (2)	NA	NA	NA	NA
	Total (B)=(1+2)	NA	NA	NA	NA
	Total Managerial Remuneration	NA	NA	NA	NA
	Overall Ceiling as per the Act	NA	NA	NA	NA

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	42000	Nil	42000
	(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	42000	Nil	42000

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

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/-
Chandan Mandal
Director
DIN: [08091815](#)

Date: 26.08.2019
Place: New Delhi

Annexure 3
Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

[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

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 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 our opinion, the Company has, during the audit period ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place 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 Negotium International Trade Limited ("**The Company**") for the financial year ended 31st March, 2019, in accordance to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- f. The Memorandum and Articles of Association of the Company.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. **The Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.**
- ii. **During the period under review, there are some instances where the Company has filed delay intimations/Compliances to the BSE Limited and Registrar of Companies, NCT of Delhi & Haryana.**
- iii. **The management of the Company has reported and certified that the Company has obtained requisite approvals to obtain and grant of loans and advances to/from any party and complied with the provisions of Sections 180 and 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.**
- iv. **The Company has not paid Annual Listing Fees.**
- v. **Website of the Company is not updated as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.**

We further report that:

The Board of Directors of the Company is not constituted with proper balance of Executive Directors and Non-Executive Directors. The company has not filled up the post of woman director.

The composition of the Board of Directors during the period under review were not in compliance with the provisions of the Act.

Adequate notice is 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, if any, 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.

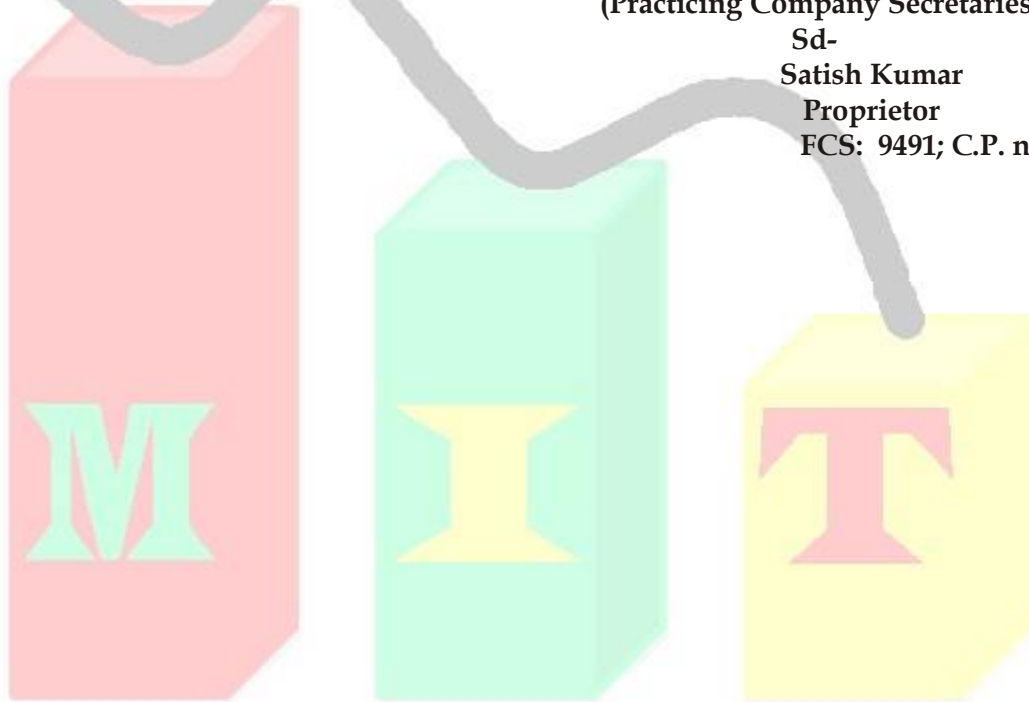
We further report that during the audit period following specific events/ actions were taken by the Company, which have major bearing on the Company's affairs in pursuance of the act, rules, regulations, guidelines, standards etc. referred above:

There has been no instance of:

- Public/Rights/Preferential issue of shares/debentures/sweat equity.
- Redemption/buy back of securities.
- Major Decision taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.

Place: Sonipat
August 26, 2019

Kumar Satish & Associates
(Practicing Company Secretaries)
Sd-
Satish Kumar
Proprietor
FCS: 9491; C.P. no. 11467

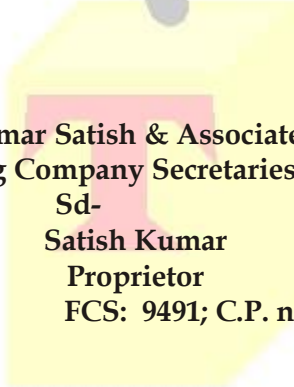
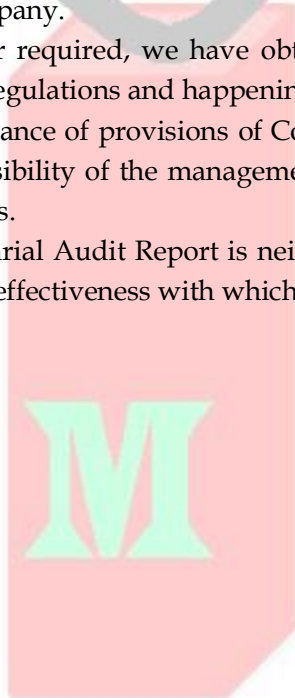


To,

The Members,
Negotium International Trade Limited

Our report of even date is to be read along with this letter.

1. 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.
2. 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 the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.



Kumar Satish & Associates
(Practicing Company Secretaries)
Sd-
Satish Kumar
Proprietor
FCS: 9491; C.P. no. 11467

Place: Sonipat
August 26, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
NEGOTIUM INTERNATIONAL TRADE LIMITED
3/12, Ground Floor, Asaf Ali Road, New Delhi - 110 002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NEGOTIUM INTERNATIONAL TRADE LIMITED** having CIN **L74999DL1994PLC062446** and having registered office at **3/12, GROUND FLOOR, ASAF ALI ROAD, NEW DELHI 110 002** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	RAJU YADAV	06692750	15/11/2013
2.	AMAR SHARMA	07336329	30/03/2016
3.	CHANDAN MANDAL	08091815	26/03/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kumar Satish & Associates
(Practicing Company Secretaries)
Sd-
Satish Kumar
Proprietor
FCS: 9491; C.P. no. 11467

Place: Sonipat
August 26, 2019

INDEPENDENT AUDITOR'S REPORT

**TO,
THE MEMBERS**

M/S NEGOTIUM INTERNATIONAL TRADE LIMITED

(Formerly Known as Mahadushi International Trade Ltd.)

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS 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 March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity 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 stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate 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 Ind AS 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 Ind AS 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 thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 Ind AS 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 Ind AS financial statements that give a 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 the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, of the state of affairs of the Company as at March 31, 2019, its Profit including other comprehensive income, its cash flows and the changes in equity 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 Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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" to this report;

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

**Sd-
CA. Gopal Prasad Keshri
Partner
FRN: 017251N
M.NO.: 098476**

**Date: 28/05/2019
Place: New Delhi**

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, 2019:

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) No immovable properties are held by 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, 2019 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 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, no managerial remuneration is payable 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, if any 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 preferential allotment during the year under review.

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

Date: 28/05/2019

Place: New Delhi

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 **NEGOTIUM INTERNATIONAL TRADE LIMITED (Formerly Known as Mahadushi International Trade Ltd.)** (“the Company”) as of March 31, 2019 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 2019, 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**

**Date: 28/05/2019
Place: New Delhi**

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 2019

		(Amount in Rupees)		
Particulars	Note No.	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	2	3	4	
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	6	91,000	107,041	139,412
(b) Capital work-in-progress				
(c) Goodwill				
(d) Financial Assets				
(i) Investments	7	88,595,100	88,595,100	88,595,100
(ii) Trade receivables				
(iii) Loans & Advances	8	-	-	-
(e) Deferred tax assets (net)	9	3,484	8,807	40,967
(f) Other non-current assets	10	-	-	112,360
(2) Current assets				
(a) Inventories				
(b) Financial Assets				
(i) Investments	7	-	-	-
(ii) Trade receivables	11	19,897,363	21,257,663	21,311,789
(iii) Cash and cash equivalents	12	84,425	1,923,648	3,866,719
(v) Loans & Advances	8	41,141,561	37,986,430	39,172,730
(c) Current Tax Assets (Net)				
(d) Other current assets	10	416,393	324,263	287,933
Total Assets		150,229,325	150,202,952	153,527,010
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	13	39,222,500	39,222,500	39,222,500
(b) Other Equity	14	(6,088,745)	(6,137,306)	(6,155,503)
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	80,405,800	80,405,800	88,583,800
(ii) Trade payables				
(b) Deferred tax liabilities (Net)				-

(c) Other non-current liabilities				
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	-	-	1,540,000
(ii) Trade payables	16	36,051,632	36,051,632	29,859,767
(b) Other current liabilities	17	609,108	644,008	355,553
(d) Tax Liabilities (Net)	18	29,030	16,318	120,893
Total Equity and Liabilities		150,229,325	150,202,952	153,527,010
See accompanying notes to the financial statements	01-23			
Notes referred to above and notes attached there to form an integral part of Balance Sheet				
As per our report of even date attached.				
For G.P.Keshri & Associates		ON BEHALF OF THE BOARD OF DIRECTORS		
Chartered Accountants		NEGOTIUM INTERNATIONAL TRADE LIMITED		
Sd-		Sd-	Sd-	
(CA Gopal Prasad Keshri)		RAJU YADAV	CHANDAN MANDAL	
Partner		(Director)	(Director)	
Firm Reg.No.: 017251N		DIN: 06692750	DIN: 08091815	
M.No.: 098476				
Date: 28.05.2019				
Place: New Delhi				

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

Statement of Profit and Loss for the period ended 31st March 2019

(Amount in Rupees)

	Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
I	Revenue From Operations	19	-	6,643,074
II	Other Income		971,294	1,548,181
III	Total Income (I+II)		971,294	8,191,255
IV	EXPENSES			
	Cost of materials consumed		-	6,191,865
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods,			
	Stock-in -Trade and work-in-progress			
	Employee benefits expense	20	595,752	1,060,740
	Finance costs	21	127	976
	Depreciation and amortization expense	22	16,042	32,371
	Other expenses	23	292,777	841,033
	Total expenses (IV)		904,698	8,126,985
V	Profit/(loss) before exceptional items and tax (I- IV)		66,596	64,270
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		66,596	64,270
VIII	Tax expense:			
	(1) Current tax		12,712	16,318
	(2) Deferred tax		5,323	278
	(3) Income tax Adjustment		-	(2,405)
	(4) Deferred tax Adjustment		-	31,882
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		48,561	18,197
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		48,561	18,197

XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
	Total Other Comprehensive Income		-	-
	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period		48,561	18,197
	Earnings per equity share (Face Value of Rs. 10/- each)	24		
	(1) Basic		0.0012	0.0005
	(2) Diluted		0.0012	0.0005
	See accompanying notes to the financial statements	01-24		
	Notes referred to above and notes attached there to form an integral part of Balance Sheet			
	As per our report of even date attached.			
	For G.P.Keshri & Associates		ON BEHALF OF THE BOARD OF DIRECTORS	
	Chartered Accountants		NEGOTIUM INTERNATIONAL TRADE LIMITED	
	Sd-		Sd-	Sd-
	(CA Gopal Prasad Keshri)		RAJU YADAV	CHANDAN MANDAL
	Partner		(Director)	(Director)
	Firm Reg.No.: 017251N		DIN: 06692750	DIN: 08091815
	M.No.: 098476			
	Date: 28.05.2019			
	Place: New Delhi			

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 ended 31st, March 2019

	Amounts Rs.	Amounts Rs.
Particulars	Year ended 31.03.2019	Year ended 31.03.2018
(A) CASH FLOW FROM OPERATING ACTIVITIES:-		
1. Net profit before tax	66,596	64,270
2. Adjustment for:		
Add: Depreciation & Amortisation Expenses	16,042	32,371
Add: Amortization Expenses / Written off	-	112,360
Operating Profit before Working capital changes	82,638	209,001
3. Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	1,360,300	54,126
Decrease (Increase) in Other Current Assets	(92,130)	(36,330)
Decrease (Increase) in Other Non Current Assets	-	-
Increase (Decrease) in Trade & Other Payables	-	6,191,865
Increase (Decrease) in Current Liabilities & Provisions	-	-
Increase (Decrease) in Other Current Liabilities	(34,900)	288,455
Net Changes in Working Capital	1,233,270	6,498,116
Cash Generated from Operations	1,315,908	6,707,117
Adjustment of Taxes	-	118,488
Net Cash Flow from Operating Activities (A)	1,315,908	6,588,629
(B.) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant & Equipment	-	-
Non Current Financial Assets		
(Increase) Decrease in Loans & Advances	-	-
Current Financial Assets		
(Increase) Decrease in Loans & Advances	(3,155,131)	1,186,300
(Increase) Decrease in Current Investments	-	-
Net Cash Flow from Investing Activities (B)	(3,155,131)	1,186,300
(C.) CASH FLOW FROM FINANCING ACTIVITIES :		
Issue of share capital and Proceeds from Share Application Money	-	-
Non Current Financial Assets		
Increase / (Decrease) in Borrowings	-	(8,178,000)
Current Financial Assets		
Increase / (Decrease) in Borrowings	-	(1,540,000)

Increase in Preliminary Expenses	-	-
Net Cash Flow from Financing Activities (C)	-	(9,718,000)
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(1,839,223)	(1,943,071)
Cash and cash equivalents at the beginning of the year / Period	1,923,648	3,866,719
Cash and cash equivalents at the end of the year/ Period	84,425	1,923,648
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard		
As per our report of even date attached.		
For G.P.Keshri & Associates	ON BEHALF OF THE BOARD OF DIRECTORS	
Chartered Accountants	NEGOTIUM INTERNATIONAL TRADE LIMITED	
Sd-	Sd-	Sd-
(CA Gopal Prasad Keshri)	RAJU YADAV	CHANDAN MANDAL
Partner	(Director)	(Director)
Firm Reg.No.: 017251N	DIN: 06692750	DIN: 08091815
M.No.: 098476		
Date: 28.05.2019		
Place: New Delhi		

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

Notes to the Financial Statement for the year ended March 31, 2019

(Amount in Rupees)

Note : 6						
<u>Property, plant and equipment</u>						
Particulars					As at 31.03.2019	As at 31.03.2018
Computer & Softwares					41,673	44,743
Furniture & Fixtures					11,677	15,121
Machinery					36,641	46,028
Generator					834	927
Mobiles					174	223
Total					91,000	107,041
	Computer & Softwares	Furniture & Fixtures	Machinery	Generator	Mobiles	Total
Balance as at 01.04.2018	788,860	71,085	176,332	16,050	3,150	1,055,477
Additions	-		-	-	-	-
Disposals/Adjustments	-		-	-	-	-
Balance as at 31.03.2019	788,860	71,085	176,332	16,050	3,150	1,055,477
Accumulated depreciation						
Balance as at 01.04.2018	744,117	55,964	130,304	15,123	2,927	948,436
Additions	3,069	3,444	9,386	93	49	16,042
Disposals/Adjustments			-	-	-	-
Balance as at 31.03.2019	747,187	59,408	139,691	15,216	2,976	964,477
Carrying amounts as at 31.03.2019	41,673	11,677	36,641	834	174	91,000
	Computer & Softwares	Furniture & Fixtures	Machinery	Generator	Mobiles	Total
Balance as at 01.04.2017	788,860	71,085	176,332	16,050	3,150	1,055,477
Additions	-		-	-	-	-
Disposals/Adjustments	-		-	-	-	-
Balance as at 31.03.2018	788,860	71,085	176,332	16,050	3,150	1,055,477
Accumulated						

depreciation						
Balance as at 01.04.2017	736,668	49,368	113,116	14,192	2,721	916,065
Additions	7,450	6,596	17,188	930	207	32,371
Disposals/Adjustments			-	-	-	-
Balance as at 31.03.2018	744,117	55,964	130,304	15,123	2,927	948,436
Carrying amounts as at 31.03.2018	44,743	15,121	46,028	927	223	107,041

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

Notes to the Financial Statement for the year ended March 31, 2019

Note : 7 Investment

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
-	<u>Non Current</u>			
1	<u>Investment in Equity Instrument</u>	88,595,100	88,595,100	88,595,100
2	<u>Other Investment</u> Investments	-	-	-
	Total	88,595,100	88,595,100	88,595,100
1	<u>Current</u> <u>Investment in Equity Instrument</u>	-	-	-
	Total	-	-	-

Note : 8 Loan and Advances

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	<u>Non Current</u> <u>Loan & Advances - Unsecured, considered good</u>	-	-	-
	Total	-	-	-
1	<u>Current</u> <u>Loan & Advances - Unsecured, considered good</u>	41,141,561	37,986,430	39,172,730
	Total	41,141,561	37,986,430	39,172,730

Note : 9 Deferred Tax Assets (Net)

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	Deferred Tax Assets		3,484	8,807	40,967
	Total		3,484	8,807	40,967

Note : 10 Other assets

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
-	<u>Non Current</u>				
1	Preliminary Expenses	112,360		-	-
	Add : Exp. in Current Year	-			
		112,360			
	Less: (W/off) (Rs)	112,360	-	-	112,360
2	Security Deposit to BSE		-	-	-
	Total		-	-	112,360
-	<u>Current</u>				
1	TDS Receivables		368,278	276,148	239,818
2	Mat Credit		48,115	48,115	48,115
	Total		416,393	324,263	287,933

Note : 11 Trade Receivable

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
-	<u>Current</u>				
1	<u>Outstanding for more than six months</u>				

	Unsecured, Considered Good :		-	-	-
	<u>Other</u> Unsecured, Considered Good :	-	19,897,363	21,257,663	21,311,789
	Total		19,897,363	21,257,663	21,311,789

Note : 12 Cash & Cash Equivalent

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	<u>Cash-in-Hand</u> Cash Balance		72,952	525,536	86,750
	Sub Total (A)		72,952	525,536	86,750
2	<u>Bank Balance</u> Bank Balance (With Schedule Bank)		11,473	1,398,112	3,779,970
	Sub Total (B)		11,473	1,398,112	3,779,970
	Total [A + B]		84,425	1,923,648	3,866,719

Note : 13 Share Capital

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	- <u>AUTHORIZED CAPITAL</u> Equity Shares of Re. 1/- each.	-	60,000,000	60,000,000	60,000,000
2	<u>ISSUED</u> Equity Shares of Re. 1/- each	-	39,222,500	39,222,500	39,222,500
3	<u>SUBSCRIBED & PAID UP CAPITAL</u> Equity Shares of Re. 1/- each	-	39,222,500	39,222,500	39,222,500
	Total		39,222,500	39,222,500	39,222,500

Sr. No	Reconciliation of Number of Shares:		As at 31.03.2019	As at 31.03.2018
	Particulars		Number	Number
1	Shares outstanding at the beginning of the year		39,222,500	39,222,500

2	Shares Issued during the year (Preferential Allotment)		-	-
3	Shares bought back during the year		-	-
4	Shares outstanding at the end of year		39,222,500	39,222,500
	Total		39,222,500	39,222,500

Details of Shareholders holding more than 5% Shares

Particulars		As at 31.03.2019	
	Name of Shareholders	No. of Shares held	% of Holding
1	Nitin Singla	2,500,000	6.37%
2	Stride Placement Services Pvt. Ltd.	2,775,000	7.08%
3	HSK Real Estate Pvt. Ltd.	3,179,000	8.11%
4	High Speed Distance Movers Private Limited	2,152,740	5.49%
5	Rajesh Singla	2,500,000	6.37%

Note : 14 Other Equity

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	<u>Securities Premium</u>	-	-	-	-
	Less: Bonus Share		-	-	-
	Sub Total (A)		-	-	-
2	<u>Surplus (Profit & Loss Account)</u>	-			
	Op. Balance of Profits & Loss A/C		(6,137,306)	(6,155,503)	(6,424,094)
	Current Year Profit & Loss A/C		48,561	18,197	268,591
	Sub Total (B)		(6,088,745)	(6,137,306)	(6,155,503)
	Total [A + B]		(6,088,745)	(6,137,306)	(6,155,503)

Note : 15 Borrowing

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
-	<u>Non Current</u>				

-	1	<u>Other Long Term Liabilities</u>		80,405,800	80,405,800	88,583,800
		Total		80,405,800	80,405,800	88,583,800
-	-	<u>Current</u>				
-	1	<u>Borrowing from Corporate Bodies</u>		-	-	1,540,000
		Total		-	-	1,540,000

Note : 16 Trade Payable

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
-	<u>Current</u>				
1	Trade Payable		36,051,632	36,051,632	29,859,767
	Total		36,051,632	36,051,632	29,859,767

Note : 17 Other Current Liabilities

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	Audit Fees Payable		26,425	37,825	32,825
2	Salary payable		420,728	457,728	272,728
3	Other Payable		161,955	148,455	50,000
	Total		609,108	644,008	355,553

Note : 18 Current Tax Liabilities

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
1	Provision For Income Tax		29,030	16,318	120,893
	Total		29,030	16,318	120,893

Note : 19 Revenue from Operations

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018
1	Income From Operations		-	6,643,074
	Total		-	6,643,074

Note : 20 Employment Benefit Expenses

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018
1	Salary		510,000	930,000
2	Staff Welfare		85,752	130,740
3	Remuneration to Director		-	-
	Total		595,752	1,060,740

Note :21 Financial Cost

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018
1	Bank Charges		127	976
	Total		127	976

Note : 22 Depreciation & Amortised Cost

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018
1	Depreciation		16,042	32,371
	Total		16,042	32,371

Note : 23 Other Expenses

Sr. No	Particulars		As at 31.03.2019	As at 31.03.2018
1	<u>Administrative Expenses:</u>			
	Advertisement Expenses	-	44,866	90,251
	Legal & Professional		102,322	213,426
	Printing & Stationary		31,460	35,040
	Other Expenses		-	133,231

	Telephone Expenses	28,808	40,270
	Misc. Expenses	-	1,800
	Preliminary Expenses W/O	-	112,360
	Custodian Fees	23,600	64,655
	Filing Fees	-	-
	Listing Fees	-	-
	Web Charges	-	4,500
	Tour & Travelling Expenses	38,076	118,820
	Book Keeping Charges	-	-
	Interest on TDS	45	1,680
	<u>Payment to Auditors:</u>		
	Audit Fees	23,600	25,000
	Total	292,777	841,033

Note : 23 Earning per Shares

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Net profit after tax available for Equity Shareholders (Rs.) (A)	48,561	18,197
2	Weighted Avg. Number Equity Shares outstanding (Nos.) (B)	39,222,500	39,222,500
3	Dilutive potential Equity Shares (Nos.)	-	-
4	Dilutive shares outstanding (Nos.) (C)	39,222,500	39,222,500
5	Nominal value per Equity Shares (Rs./ Share)	1	1
6	Basic Earnings per share (Rs./ Share) (A) / (B)	0.00	0.00
7	Diluted Earnings per share (Rs./ Share) (A) / (C)	0.00	0.00

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

As per our report of even date attached.

For G.P.Keshri & Associates

Chartered Accountants

(CA Gopal Prasad Keshri)

Partner

Firm Reg.No.: 017251N

M.No.: 098476

Date: 28.05.2019

Place: New Delhi

ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL
TRADE LIMITED

RAJU YADAV

(Director)

DIN: 06692750

CHANDAN

MANDAL

(Director)

DIN:

08091815

Notes to the Financial Statements for the year ended March 31, 2019

1. General information:

Our Company Was Originally Incorporated In Union Territory Of Delhi As “Kuber Jewels (P) Limited” Under The Companies Act, 1956 On 31st October, 1994 Vide Certificate Of Incorporation Issue By Registrar Of Companies, NCT Of Delhi & Haryana. Our Company Was Subsequently Converted Into A Public Limited Company And Consequently Name Was Changed To “Kuber Jewels Limited” Vide Fresh Certificate Of Incorporation Dated 9th May, 1995 Issued By The Registrar Of Companies, NCT Of Delhi & Haryana.

Subsequently, The Name Of The Company Was Changed To “MAHADUSHI INTERNATIONAL TRADE LIMITED” Vide Fresh Certificate Of Incorporation Dated 24th March, 2006 Issued By The Registrar Of Companies, NCT Of Delhi & Haryana.

Subsequently, The Name Of The Company Was Changed To “NEGOTIUM INTERNATIONAL TRADE LIMITED” Vide Fresh Certificate Of Incorporation Issued By The Registrar Of Companies, NCT Of Delhi & Haryana.

2. Significant accounting policies ;

2.1 The financial statements as at and for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

- (i) Financial assets and financial liabilities measured at fair value;
- (ii) Defined benefit and other long-term employee benefits, if any.

2.3 Functional Currency and Foreign currency

No Foreign currency transaction has taken place during the relevant period.

2.4 Use of Estimates and Judgments:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

2.5 Revenue recognition

2.5.1 Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be

measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.2 Commission Income is recognized when it has accrued.

2.6 Leases

No Operating & Finance lease has taken by the company.

2.7 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature.

2.8 Income Tax

Tax expenses comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing defERENCE between accounting income and taxable income for the year). Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws. Deferred income tax is recognised using the balance sheet approach.

Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

2.9 Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

2.9.1 Cash and cash equivalents: Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash

equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

2.9.2 **Financial assets at amortised cost:** Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2.9.3 **Equity Instruments (Share capital):** Ordinary shares:- Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any. The cost of tangible assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use.

2.11 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of BSE Limited by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

3. Transition to Ind AS

Transition to Ind AS was carried out from Previous GAAP.

4. Related Party Disclosure

No Related Parties Transaction has taken place during the period.

5. Segment Reporting

Company is working in only in one segment hence reporting Segment is not required as per Indian Accounting Standard 108 "Operating Segments".

For G.P.Keshri & Associates

Chartered Accountants

Sd-

(CA Gopal Prasad Keshri)

Partner

Firm Reg.No.: 017251N

M.No.: 098476

ON BEHALF OF THE BOARD OF DIRECTORS
NEGOTIUM INTERNATIONAL TRADE
LIMITED

Sd-

RAJU YADAV

(Director)

DIN: 06692750

Sd-

CHANDAN MANDAL

(Director)

DIN: 08091815

Date: 28.05.2019

Place: New Delhi

NEGOTIUM INTERNATIONAL TRADE LIMITED

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002,
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 25th 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 **Wednesday, 25th September, 2019** 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, Cash Flow Statement, Report of Director's and Auditor's for the financial year 31 st March, 2019.		
2.	To appoint a Director in place of Mr. Chanadan Mandal, who retires by rotation and being eligible offer himself for re - appointment.		
3.	To Ratify the appointment of M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants, Statutory Auditors & fixing their remuneration.		

Signed this _____ day of _____ 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

{FORMERLY KNOWN AS MAHADUSHI INTERNATIONAL TRADE LIMITED}

Registered office: 3/12, Ground Floor, Asaf Ali Road, New Delhi 110002,
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 25.09.2019

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 25th Annual General Meeting of the of Negotium International Trade Limited (Formerly Known as Mahadushi International Trade Limited) will be held at Navkar Tirth Atisey, Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi on Wednesday, 25th September, 2019 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

