

N. D. METAL INDUSTRIES LTD.

Manfacturers of Non - Ferrous Metals

Date: 8th September 2016.

To,

The Deputy General Manager (Listing)

The Bombay Stock Exchange, Phiroze Jijeebhoy Tower, Dalal Street, Mumbai –400 001

Dear Sir,

Sub: Notice of Annual General Meeting, E-Voting & Book Closure.

Ref: Listing No. 512024.

We hereby wish to inform you that the Annual General Meeting of the company will be held on 30th September, 2016. Thus the Registrar of Members and Share Transfer Books of the Company shall remain closed from 26th September, 2016 to 30th September, 2016. (Both days inclusive).

Please take the same in your record and acknowledge the same.

Thanking You,

Yours Faithfully,

For N.D. Metal Industries Ltd.

(Authorised Signatory)

N D METAL INDUSTRIES LIMITED

Regd. Office: 417 Maker Chamber V, Nariman Point, Mumbai-400021 CIN No: L51900MH1984PLC032864

Notice of Annual General Meeting, E-voting and Book Closure

Notice is hereby given that the 30th Annual General Meeting (AGM) of the company will be held on Friday, 30th September, 2016 at 12.00 noon. at the registered office of the Company at 417 Maker Chamber V, Nariman Point, Mumbai-400021, to transact the business as set out in the notice calling AGM.

The Annual Report including the notice calling AGM has been sent in electronic mode to members whose e-mail IDs are registered with their Depository Participant(s) / Company / Share Transfer Agent, unless the members have registered their request for a hard copy of the same. Physical copy of the annual report has been sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s). The Company has already completed the dispatch of annual report including notice calling AGM both physically as well as by e-mail.

The annual report including the notice calling AGM are also available on the Company's website (www.ndmil.com). Members may also download Annual Report from the Company's website or may request for a copy of the same by writing to the Company at the Registered Office address of the Company.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from, 26th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of AGM of the Company.

Pursuant to Regulation 44 of The SEBI (LODR) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing to its members facility to cast their vote by electronic means (e-voting) on all the resolution set forth in the notice of AGM. The e-voting period commences on, 27th September, 2016 at 09:00 A.M. (IST) and ends on 29th September, 2016 at 5:00 P.M (IST).

The e-voting module shall be disabled by CDSL thereafter the Members are further informed that:

- a) Remote e-voting shall not be allowed beyond 5.00 pm on 29th September, 2016.
- b) The facility for voting through ballot paper shall be made available at the meeting, only to those members attending the meeting, who have not already casted their vote by remote e-voting facility.
- c) A member may participate in the general meeting even after the exercising the right to vote through remote eventing but shall not be allowed to vote again at the meeting.
- d) The shareholders holding shares either in dematerialized or in physical form, as on cut off date (i.e. 23rd September, 2016), may cast their vote electronically.
- e) The shareholders who acquired shares and became members of the Company after the dispatch of Notice of the AGM may obtain login ID and password for e-voting by sending email to the Company at email id veloxindustriesltd@gmal.com.

In case any query/ grievance(s) connected with the electronic voting, members may please refer to the Frequently Asked Question (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or the grievances can be addressed to the Company Secretary at the Registered Office of the Company or email id ndmil@ndmil.com.

For N D METAL INDUSTRIES LIMITED

	Sd/-
Place: Mumbai	
Date: 8th September, 2016	CHAIRMAN

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of M/s. N D Metal Industries Limited will be held on Friday, 30th September, 2016 at 12.00 Noon at Registered Office of the Company at 417 Maker Chamber V, Nariman Point, Mumbai- 400 021, Maharashtra to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors' and the Auditors' thereon.
- 2. To appoint a director in place of Mr. Ajay Kumar Garg (DIN: 00988977), the Director, who though liable to retire by rotation to enable compliance by company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for reappointment.
- 3. To ratify the appointment of M/s. Sudesh & Associates, Chartered Accountants, Mumbai (Registration No. 131970W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the Financial Year 2016-17.

Therefore, shareholders are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the member hereby consented to ratify the appointment of M/s. Sudesh & Associates, Chartered Accountants, Mumbai (FRN: 131970W) as the Statutory Auditors of the Company to hold office from the conclusion of 30th Annual General Meeting till the conclusion of next ensuing Annual General Meeting to be held, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

By Order of the Board

Ajay Kumar Garg (Chairman & Managing Director)

Date: 08/09/2016 Registered Office: 417 Maker Chamber V, Nariman Point, Mumbai- 400 021

Notes:

A member is entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

Members are requested to Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September, 2016 To 30TH September, 2016 for the purpose of the Annual General Meeting of the Company.

- 1. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Big Share Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri (E) Mumbai- 400072 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform M/s. Big Share Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Big Share Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in Demat form.

- Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
- 3. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Big Share Services Private Limited and have it duly filled and sent back to them.

4. Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting.

MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.ndmil.com to register the email id.

Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

5. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 33rd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The instructions to members for voting electronically are as under:-

a) The voting period begins on Tuesday, September 27, 2016 at 09.00 a.m. and ends on Thursday, September 29 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 29, 2016.

- b) Members holding shares in physical or in Demat form as on **September 23, 2016** shall only be eligible for e-voting.
- c) The shareholders should log on to thee-voting website www.evotingindia.com
- d) Click on Shareholders.
- e) Now Enter your User ID;
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form				
PAN	 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 			
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as			
	recorded in your demat account or in the company records in order to			
Details or Date of Birth (DOB)	login.			
	 If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). 			

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- k) Kindly note that this password is to be also used by the demat holders for voting for resolutions

- of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- I) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the relevant<Company name> on which you choose to vote.
- n) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- p) After selecting the Resolution you have decided to vote on, click on "SUBMIT". a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- s) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- t) Note for Non–Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on towww.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details acompliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) In case you have any queries or issues regarding e-voting, you may refer the, Frequently Asked Questions ("FAQs")and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 6. Instructions / information for members for voting on the Resolutions :
- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already casts their vote by remote e-voting, shall be able to exercise their right at the Meeting.
- b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

- c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. 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 or voting at the AGM.
- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.ndmil.com and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website www.ndmil.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ndmil@ndmil.com.

By Order of the Board of Directors,

Place: Mumbai Date: 08/09/2016 Ajay Kumar Garg Chairman & Managing Director

Annexure to the Item No.-2 of the Notice

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Ajay Kumar Garg
Date of Birth	02/10/1958
Nationality	Indian
Date of appointment on the Board	01/08/1993
Qualifications	Graduate
Expertise	In Business
No. of Shares held in the company	1,90,000
List of the directorship held in other Company	1 Companies
Chairman/Member in the committees of the board of other	Chairman-Nil
companies in which he/she is director	Member –Audit Committee,
	Stakeholder Committee
Relationship, if any, between director's inter se	Spouse of Mrs. Harsh Rekha Garg

^{*} Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);

N D METAL INDUSTRIES LIMITED

Reg. Office: 417, Maker Chambers V, Nariman Point, Mumbai, Maharashtra, 400021 Tel No 022-22822383 Fax.022-22852252

Website: www.ndmil.com
CIN: L51900MH1984PLC032864

Dear Shareholder,

Sub: Notice of the 30th Annual General Meeting and Annual Report for the year 2015-2016

We thank you for supporting the "Green Initiative" movement of the Government of India. As a part of the Green Initiative, please click on the link below from where you can download the Notice of the 30th Annual General Meeting alongwith the Annual Report of the Company for the year 2015-16 containing inter-alia, Directors' Report, Management Discussion and Analysis Report Auditors 'Report and Audited Financial Statements.

We wish to inform you that the 30th Annual General Meeting of the Company is scheduled to be held on September 30,2016 at 12.00 noon.

The said Annual Report of the Company is available from the below mentioned link and the same is also available on the Company's website: www.ndmil.com and would be available for inspection at the Registered Office of the Company during office hours, alternatively you may download the same from our RTA' Email Id: investor@bigshareonline.com

All future communications will be sent in electronic form at e-mail ID provided by you and made available to us by the Depository Participant. You are requested to inform any change in your e-mail ID to your Depository Participant / Company's Registrar & Transfer Agent Bigshare Services Pvt. Ltd ,E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") using an electronic voting system provided by CDSL, on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting.

The remote e-voting period begins on, 27th September, 2016 at 9.00 a.m. and ends on, 29h September, 2016 at 5.00 p.m. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of, 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Further, a facility for voting through Polling Papers shall also be made available to Members attending the AGM. However, Members who have already cast their votes by remote e-voting prior to the AGM, may attend the AGM but shall not be entitled to vote.

The voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on the cut-off date of , 23th September, 2016. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Members are requested to follow the instructions given in the Notice of the AGM before exercising their vote.

In case you have any queries or issues or grievances regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at helpdesk.evoting@cdslindia.com under help section or write an email or contact the following:

E-voting Helpdesk

CDSL

Email: helpdesk.evoting@.cdslindia.com
Phone: 022-22723333 1800-200-5533

By Order of the Board

For ND METAL INDUSTRIES LIMITED

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN NO. / SEQUENCE NO.

Note: Please read the complete instructions given under the Notes (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from 27th September, 2016 at 9:00 a.m. and ends on 29th September, 2016 at 05:00 p.m. The Voting Module shall be disabled by CDSL for Voting thereafter.

CALENDAR OF EVENTS

To, Central Depository Services (India) Limited 17th floor, P J Towers, Dalal Street, Fort, Mumbai - 400001

Name of Depository: Central Depository Services (India) Limited

E-Voting for AGM

Sr. No.	Particulars	Date
1.	Date on which consent given by the scrutinizer to act as scrutinizer	Thursday, 08.09.2016
2.	Date of Board resolution authorizing one of the functional directors to be responsible for the entire AGM.	Thursday, 08.09.2016
3.	Date of appointment of scrutinizer	Thursday, 08.09.2016
4.	Benpose Date for Sending Notice to shareholders	Thursday, 08/09/2016
5	Date of completion of dispatch of E-notice of Meeting in which the business will be transacted.	Friday,09/09/2016
6.	Newspaper publication for E-Voting and AGM notice dispatch	Friday, 09/09/2016
7.	Cutoff Date determining list of Members for E- voting (7 days prior to date of AGM/EGM)	Thursday, 23/09/2016
8.	Period for which E-voting facility is available and open to Members of the Company.	Start date:27/09/2016 Start time: 9.00 A.M. End Date:29/09/2016 End Time: 5.00 P.M
9.	Date and time of Annual General Meeting	Friday, 30/09/2016 at 12.00 Noon
10.	Submission of the Report by the Scrutinizer	Saturday, 01/10/2016
11.	Date of declaration of the result by the Chairman	Saturday, 01/10/2016
12.	Date of handing over the E-voting register and other related papers to the Chairman.	Saturday, 01/10/2016

For N D METAL INDUSTRIES LIMITED

Date: 08/09/2016 Place: Mumbai

Ajay Kumar Garg (Managing Director)