

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the members of **NEXUS COMMODITIES AND TECHNOLOGIES LIMITED** will be held on Saturday, 30th September, 2017 at 11.00 a.m. at 1, Annai Avenue Main Road, (Agraharam), I Floor, Near Seetharaman Kalyana Mandapam, Koratur North, Chennai - 600 076 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the audited Balance Sheet as and the statement of Profit & Loss Account for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2. To consider and if thought fit, to pass with or without modifications, if any the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139(2), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Satya Prakash Natani & Co., Chartered Accountants, (having Firm Registration No. 115438W), be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. Raj And Ravi, Chartered Accountants, Chennai (Registration No. 109355), to hold office for a period of 5 (five) consecutive years from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held for the year ending on 31st March, 2022, subject to ratification of the members of the Company every year, as applicable, at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. 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 149 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Ram Swaroop Mahadev Joshi (holding DIN 07184085), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on November 14, 2016 and whose term of office expires at this Annual General Meeting and who has offered himself for appointment as a Director and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Ram Swaroop Mahadev Joshi as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ram Swaroop Mahadev Joshi (holding DIN 07184085) as Whole-time Director of the Company at a monthly remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) w.e.f. 14th November, 2016 for a period of 3 years whose period of office is liable to determination by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rupesh Roongta (holding DIN 02576510) as a Whole-time Director of the Company at a monthly remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) w.e.f. 14th February, 2017 for a period of three years whose period of office shall not be liable to determination by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

Registered Office:

1, Annai Avenue Main Road,
(Agraharam), I Floor,
Nr. Seetharaman Kalyana Mandapam,
Korattur North, Chennai - 600 076.

Place: Chennai

Date: 5th September, 2017

For and on behalf of the Board

Rupesh Roongta
DIN: 02576510
Chairman

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.

3. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Annexure to the notice.
4. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
5. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting.
6. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
7. The Register of Members and the Share Transfer Books of the Company will be closed from 27-09-2017 to 30-09-2017 (both days inclusive).
8. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
9. The members shall intimate change in their address to the Company to enable the Company to update its records.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Shareregistry (India) Private Ltd.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Shareregistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company / M/s. Purva

Sharegistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company
(in case of Shares held in physical form).

13. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) 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 2017 is being sent in the permitted mode.
14. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
15. Members may please note that the Notice of the 26th Annual General Meeting and the Annual Report for the year ended 31st March, 2017 will also be available on the Company's website www.nexuscomtech.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: nexuscomm92@gmail.com.

16. Voting through electronic means

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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

	<p>Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/sequence number 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. E.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
Dividend Bank Detail OR Date of Birth (DOB)	<p>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 login.</p> <ul style="list-style-type: none"> • 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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. 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 e-voting 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant company <NEXUS COMMODITIES AND TECHNOLOGIES LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance 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 linked in the login 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <September 27, 2017 (09.00 a.m.)> and ends on <September 29, 2017 (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 (record date) of <September 22, 2017>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Indore, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement under Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**Item No. 3:**

The Board of Directors at their meeting held on November 14, 2016, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ram Swaroop Mahadev Joshi as an Additional Director of the Company. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Ram Swaroop Mahadev Joshi holds office upto the date of the ensuing Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Ram Swaroop Mahadev Joshi for the appointment as a Director of the Company. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Further, the Board of Directors, on the recommendation made by the Nomination and Remuneration Committee and pursuant to provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, appointed Mr. Ram Swaroop Mahadev Joshi as a Whole-Time Director of the Company at a monthly remuneration of Rs. 40,000/- (Forty Thousand only) with effect from 14th November, 2016 for a period of three years whose period of office is liable to determination by rotation.

Every such appointment of the Whole-time Director requires approval of the members of the Company in general meeting.

The Board recommends the resolution at Item No. 3 to be passed by the members as an Ordinary Resolution.

Except Mr. Ram Swaroop Mahadev Joshi, being the appointee director, no other Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

Mr. Rupesh Roongta (holding DIN 02576510) was appointed as Whole-Time Director of the Company by the Board for a period of three years with effect from 14th February, 2014. His term as a Whole-Time Director of the Company expired on 14th February, 2017.

The Board of Directors at its meeting held on 14th February, 2017 on the recommendation made by the Nomination and Remuneration Committee and pursuant to provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, re-appointed Mr. Rupesh Roongta as a Whole-Time Director of the Company at a monthly remuneration of Rs. 40,000/- (Forty Thousand only) with effect from 14th February, 2017 for a period of three years whose period of office is not liable to determination by rotation.

Every such re-appointment of the Whole-time Director requires approval of the members of the Company in general meeting.

The Board recommends the resolution at Item No. 4 to be passed by the members as an Ordinary Resolution.

Except Mr. Rupesh Roongta, being the appointee director, no other Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

Registered Office:

1, Annai Avenue Main Road,
(Agraharam), I Floor,
Nr. Seetharaman Lakyana Mandapam,
Korattur North, Chennai - 600 076.

Place: Chennai

Date: 5th September, 2017

For and on behalf of the Board

Rupesh Roongta
DIN: 02576510
Chairman

ANNEXURE**PURSUANT TO REGULATION 36(3) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:**

1.

Name of Director	Mr. Ram Swaroop Mahadev Joshi
Date of Birth	05-08-1961
No. of Equity Shares held	Nil
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise	25 years of experience in field of production and marketing
Name of Companies in which he / she holds Directorship	(1) Mildred Mercantile Pvt. Ltd.
Names of Committees of the Companies of which he / she holds membership	Nil

2.

Name of Director	Mr. Rupesh Roongta
Date of Birth	12-02-1985
No. of Equity Shares held	Nil
Qualification	M.Com.
Relationship with other Directors	None
Nature of Expertise	9 years of experience in the field of Commodity and Capital Market.
Name of Companies in which he / she holds Directorship	(1) Sumangal Commodities Pvt. Ltd.
Names of Committees of the Companies of which he / she holds membership	Nil