

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the members of **NEXUS COMMODITIES AND TECHNOLOGIES LIMITED** will be held on Saturday, 29th September, 2018 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, 2018 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 appoint a Director in place of Mr. Ram Swaroop Mahadev Joshi (holding DIN 07184085), who retires by rotation and being eligible offers him-self for re-appointment.

SPECIAL BUSINESS:

3. Shifting of Registered Office of the Company from State of Tamil Nadu to State of Maharashtra

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “State of Tamil Nadu” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

‘II. The registered office of the Company will be situated in the State of Maharashtra.’

RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Tamil Nadu to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or the Secretary of the Company, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

4. Amendment of Title of Main Object Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the title of Clause III (A) of the main objects of the Memorandum of Association of the Company be and is hereby substituted with “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”

5. Amendment of Title of Incidental Object Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESERVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), title of Clause III (B) of the objects incidental or ancillary to the attainment of the above main objects be and is hereby substituted with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

6. Deletion of Other Object Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the Other Object Clause be and is

hereby altered by deleting the Clause III (C) including sub-clauses 1 – 8 of the Memorandum of Association of the Company.”

7. Amendment of Liability Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Clause IV of the Memorandum of Association of the Company be and is hereby altered by replacing the existing Clause IV with the following Clause IV:

Clause IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

8. Adoption of New Set of Articles of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the draft set of Articles of Association of the Company be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.”

Registered Office:

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

Place: Chennai
Date: 03-09-2018

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. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.

3. 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.
4. 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.
5. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
6. 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.
7. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
8. The Register of Members and the Share Transfer Books of the Company will be closed from 26-09-2018 to 29-09-2018 (both days inclusive).
9. 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.
10. The members shall intimate change in their address to the Company to enable the Company to update its records.
11. 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 Sharegistry (India) Private Ltd.
12. 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 Sharegistry (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.
13. 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).

14. Electronic copy of the Annual Report for 2018 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 2018 is being sent in the permitted mode.
15. 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.
16. Members may please note that the Notice of the 27th Annual General Meeting and the Annual Report for the year ended 31st March, 2018 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.

17. 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax 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 26, 2018 (09.00 a.m.)> and ends on <September 28, 2018 (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, 2018>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) M/s. Anjana Sharma & Associates, Practicing Company Secretaries, Thane, 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 pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3:

Presently, the Company's Registered Office is located at State of Tamil Nadu. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company vide their authorization dated 03rd September, 2018 approved the shifting of registered office of the Company to its Corporate Office, situated at G-2, Sagar Marble, Near Reliance Energy, Pathanwadi, Near. Western Express Highway, Malad (E), Mumbai – 400097 or any other place in the State of Maharashtra as may be determined by the Board of Directors of the Company and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 3 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Members. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 11.00 A.M. to 2.00 P.M. up to the date of AGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 3 of the Notice.

Item No. 4:

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of the main objects of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The title of the main objects of the Memorandum of Association of the Company be and are hereby proposed to be replaced with the title “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”

The Board recommends the resolution at Item No. 4 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of incidental or ancillary to the attainment of the main objects of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The title – “The Objects incidental or ancillary to the attainment of the above main objects are” be and are hereby proposed to be replaced with the title “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”

The Board recommends the resolution at Item No. 5 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Therefore Clause III (C) including sub-clauses 1 - 8 of the Memorandum of Association is proposed to be deleted.

The Board recommends the resolution at Item No. 6 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7:

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 7 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8:

The Existing regulations 1 to 196 of the Articles of Association are replaced by the new set of Articles of Association of the Company. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 8 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Registered Office:

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

Place: Chennai
Date: 03-09-2018

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:

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	26 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