

# **AVI PRODUCTS INDIA LIMITED**

(formerly known as AVI Photochem Limited)

**ANNUAL  
REPORT**

**28<sup>th</sup>  
(2016 – 17)**







## AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI PHOTOCHEM LIMITED)

(CIN No. L24200MH1989PLC050913)

Regd Office: 110, Manish Ind Est No. 4, Navghar Rd, Vasai (E), Dist: Palghar-401210, India

### TWENTY EIGHTH ANNUAL REPORT 2016-17

## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

Mr. Avinash D. Vora	:	Chairman & Managing Director
Mr. Vikram A. Vora	:	Whole Time Director
Mr. Pradeep H. Joshi	:	Independent Director
Mr. Pradeep Kumar	:	Independent Director
Mrs. Daksha N. Vora	:	Woman Director

### CHIEF FINANCIAL OFFICER:

Ms. Dimple P. Vyas

### HEAD-SECRETARIAL, LEGAL AND COMPANY SECRETARY

Ms. Bhavna K. Patel

### STATUTORY AUDITOR:

M/s. S. Shah & Associates,  
Chartered Accountants  
G-5, Snow White Society,  
Azad Road, Vile Parle (E),  
Mumbai-400057.

### SECRETARIAL AUDITOR:

M/s. Anish Gupta & Associates  
Practicing Company Secretaries  
Anish Gupta (COP No. 4092)  
413 Autumn Gruve, Opp Lokhandwala School,  
Lokhandwala, Kandivali-E, Mumbai-400101.

### BANKERS:

The Cosmos Co-Operative Bank Limited, Vile Parle branch.  
Punjab & Maharashtra Bank Limited, Andheri (East) branch.  
State Bank of India, Vile Parle (West) branch.  
ICICI Bank, Vile Parle (West) branch.

### REGISTERED OFFICE:

110, Manish Ind Estate No. 4, Navghar Rd, Vasai (East),  
Dist: Palghar - 401210, Maharashtra, India  
Email: aviphotocchem@gmail.com

### REGISTRAR TRANSFER AGENTS:

Link Intime India Private Limited  
C 101, 247 Park, L.B.S Marg, Vikhroli (West),  
Mumbai-400083.  
Phn No: 022 2594 6970  
Email: sujata.poojary@linkintime.co.in



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Regd Office: 110, Manish Ind Est No. 4, Navghar Rd, Vasai (E), Dist: Palghar-401210, India

### 1 NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **M/s. AVI PRODUCTS INDIA LIMITED (Formerly known as AVI PHOTOCHEM LIMITED)** (CIN No. L24200MH1989PLC050913) will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 11.00 a.m. at Sadichha Sabhagruh, 1st Floor, above Police Chowki, Opp. Chaudhry Industrial Estate, Navghar Road, Vasai (East), Dist: Palghar- 401210, Maharashtra, India to transact the following business:

#### 1.1 ORDINARY BUSINESS:

- I. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2017 together with the Reports of Directors and Auditors thereon.
- II. To appoint a Director in place of Mr. Avinash D. Vora (DIN: 02454059) who retires by rotation and being eligible, offers himself for re - appointment.
- III. To ratify the appointment of auditors of the company and to fix their remuneration and to pass resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the Twenty Fifth Annual General Meeting appointing M/s. S. Shah & Associates, Chartered Accountants, Mumbai, (Registration Number : 109771W) as the Statutory Auditors of the Company to hold office until the conclusion of Thirtieth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s S. Shah & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

#### 1.2 SPECIAL BUSINESS:

- IV. Rescinding Resolution for increase in authorised capital for previous year 27th Annual General Meeting:

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

**"RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013, the ordinary resolution. passed at Item No. 1.2- V at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 be and is hereby rescinded subject to such consents and approvals as may be required for the purpose of compliance of this resolution."

Place: Vasai  
Date: 14<sup>th</sup> August, 2017

By order of the Board of Directors  
**For AVI PRODUCTS INDIA LIMITED**  
(formerly known as AVI Photochem Limited)

Sd/-  
Avinash Vora  
Chairman  
(DIN No. 02454059)

## **Notes:**

- I. An Explanatory Statement pursuant to section 102 of the Act in respect of Item no IV of the Notice set out above, is annexed hereto.
- II. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- III. A person can act as a proxy on behalf of members not exceeding fifty in number 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 total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
- IV. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
- V. Members, Proxies and Authorised representatives are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
- VI. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
- VII. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 28 September 2017 to Friday, 29 September 2017 (both days inclusive) for determining the name of Members.
- VIII. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- IX. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) also to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant.
- X. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at aviphotocem@gmail.com Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
- XI. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
- XII. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints.  
  
Santosh Jaiswal, Associates of Link Intime India Private Limited  
C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083.  
Phn No: 022-49186000, Email: Santosh.jaiswal@linkintime.co.in
- XIII. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment is provided as below:



#### Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

<b>Name</b>	<b>Mr. Avinash D. Vora</b>
Date of Birth	9 <sup>th</sup> March, 1951
Directors Identification Number (DIN)	02454059
Age	66 Years
Qualification	SSC
Expertise in Specific Area	Marketing, Trading & Manufacturing, E-commerce
Date of first Appointment on board of the Company	17 <sup>th</sup> March, 1989
Shareholding in AVI Photochem Limited	1,05,465 Shares
List of Directorship held in other companies	1. Healix Healthcare Private Limited 2. Ifruit India Private Limited
Membership/Chairmanships of Audit and Stakeholders relationship committees	Nil

- XIV. A Route map showing directions to reach the venue of 28<sup>th</sup> Annual General Meeting is given on Pg. No. 7 of this annual report as per the requirement of the Secretarial Standards-2 on "General Meeting"

#### PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

#### ANNEXURE TO THE NOTICE:

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**

##### **Item No. 1.2 –IV**

It is proposed that the resolution no. 1.2-V passed at the earlier 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 be rescinded in view of the fact that the expenditure involved in implementation of the said resolution is not viable considering the current financial situation of the Company and the same can be adjusted.

For the ready reference of the members, the Resolution passed at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 reads as under:

**"RESOLVED THAT** pursuant to the provision of section 13, 61 and other applicable provisions, if any of the companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act') and the Articles of Association of the company, the consent of the member of the company be and is hereby accorded to increase and to reclassify the Authorized share capital of the company from existing 3,50,00,000 (Rupees Three Crores and Fifty Lacs) Consisting of 35,00,000 (Thirty Five Lacs) Equity Shares of 10 (Rupees Ten) each to 15,00,00,000 (Rupees Fifteen Crores) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Share of 10 (Rupees Ten) each and 20,00,000 (Twenty Lacs) Preference Shares of 10 (Rupees Ten) by creation of additional **1,15,00,000 (One Crore Fifteen Lacs) Shares of 10 (Rupees Ten) each.**

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the company relating to the share capital be and is hereby altered and replaced by the following clause:

'V The Authorized Share Capital of the company is 15,00,00,000 (Rupees Fifteen Crores) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Share of 10 (Rupees Ten) each and 20,00,000 (Twenty Lacs) Preference Shares of 10 (Rupees Ten) each.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and hereby authorized to do all acts, deeds and things necessary or expedient to give effect to the above resolution."

Since the Board of Directors has no power to rescine any resolution approved by the Shaerholder in the General Meeting, we hereby proposed to rescin the ordinary resolution passed in the previous year Annual General Meeting subject to compliance with necessary provisions of the Companies Act, 2013 and such other approval as may be required to comply with this resolution.

Thus the resolution is proposed for the approval of the members as a special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors  
**For AVI PRODUCTS INDIA LIMITED**  
(formerly known as AVI Photochem Limited)

Sd/-

Avinash Vora

Chairman

(DIN No. 02454059)

Place: Vasai

Date:14th August,2017

## ROUTE MAP FOR 28<sup>TH</sup> AGM VENUE





**Annexure A to the notice  
Instruction for the voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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. It is clarified that it is not mandatory for a member to cast vote using e-voting facility. The facility for voting through ballot paper shall also be made available at the venue of the AGM and the members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 26<sup>th</sup> September, 2017 from 9:00 am and ends on Thursday 28<sup>th</sup> September, 2017 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member as on the cut-off date should treat the Notice for information purpose only.
- VI. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - iii. Click on Shareholder – Login
    - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select "EVEN" of "AVI Products India Limited".
    - viii. Now you are ready for remote e-voting as Cast Vote page opens.
    - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [aviphotochem@gmail.com](mailto:aviphotochem@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
**EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.
- XI. 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. 22<sup>nd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper.
- XIII. Mr. Anish Gupta FCS, (CP Registration No. 4092), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting and remote e-voting processes to be conducted in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of 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 two 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.aviphoto.in](http://www.aviphoto.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.