

ABHIJIT TRADING CO **LIMITED**

**33rd ANNUAL REPORT
(2014-2015)**



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ABHIJIT TRADING CO LIMITED

CORPORATE INFORMATION

CIN	:	L51909DL1982PLC241785
BOARD OF DIRECTORS	:	Virendra Jain Managing Director
	:	Babita Jain Director
	:	Deepu Singh Director
	:	Anil Director
COMPANY SECRETARY	:	Vipul Kumar
STATUTORY AUDITORS	:	Sumit Arora (Chartered Accountant) 42-D, Pocket-K, Phase-II Shaikh Sarai, Saket Delhi- 110017
REGISTRAR AND TRANSFER AGENT	:	Bigshare Services Pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055
BANKERS	:	IDBI Bank Punjabi Bagh, New Delhi
REGISTERED OFFICE	:	16/121-122, Jain Bhawan, Faiz Road W.E.A Karol Bagh, Delhi- 110005
EMAIL	:	abhijitrading@gmail.com
INVESTORS HELPDESK & EMAIL	:	Vipul Kumar abhijitrading@gmail.com
WEBSITE	:	www.abhijitrading.in
CONTACT NO.	:	011-23637497

ABHIJIT TRADING CO LIMITED

Regd. Office: 16/121-122, Jain Bhawan, Faiz Road W.E.A, Karol Bagh, Delhi-110005

CIN: L51909DL1982PLC241785

E-mail Id: abhijittrading@gmail.com

Website: www.abhijittrading.in

Ph. No.: 011-23637497

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Wednesday, the 16th Day of September, 2015 at 11.00 a.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT a dividend @ Rs 0.50 per equity share on the Company’s Share Capital of Rs. 1,46,61,950/- absorbing thereby Rs 5,29,579/- excluding dividend distribution tax of Rs. 1,08,429/- as at 31st March, 2015, be and the same is hereby declared for payment to those holders of Equity Shares whose names appear in the Register of Shareholders of the Company as on 9th September, 2015.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mrs. Babita Jain (DIN: 00560562) , Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Sanjeev Gaurav & Associates, Chartered Accountants (FRN - 017483C), be and are hereby appointed as statutory auditors of the company, in place of Mr.

Sumit Arora, Chartered Accountant (M. N.- 513784) to hold office from the conclusion of this Annual General Meeting until the conclusion of 38th Annual General Meeting (AGM) of the company, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Anil (DIN: 07041162), who was appointed as an Additional Director by the Board with effect from 15th December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years.”

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the aforesaid resolution.”

6. 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, be and is hereby accorded to the appointment of Mr. Virendra Jain (DIN: 00530078) as Managing Director of the Company for a period of 5 years from 2nd March, 2015, to 1st March, 2020, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

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

“RESOLVED THAT pursuant to provisions of Section 5, 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi

Date: 14.08.2015

Vipul Kumar
Company Secretary
M. No.: A37677

Notes:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) 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.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 10th September, 2015 to 16th September, 2015 (both days inclusive) for ascertaining the name of the Members to whom the dividend which is declared at the Annual General Meeting is payable.
- (vi) The dividend, if declared at the Annual General Meeting, will be payable by 16th September, 2015 to those Members whose names appear in the Register of Members on the close of the day on 9th September, 2015.
- (vii) Members may please note that in terms of Section 124 of the Companies Act, 2013, any dividend which has not been paid or claimed within thirty days from the date of declaration, shall be transferred within seven days from the date of expiry of the said period of thirty days to the Unpaid Dividend Account with a scheduled bank. Any money transferred to the Unpaid Dividend Account which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) set up by the Government of India under Section 125.
- (viii) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.

- (ix) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd. , 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.
- (x) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- (xi) Electronic copy of the Annual Report for the financial year 2014-15 along with the Notice of the 33rd Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) 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 the financial year 2014-15 along with Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (xii) Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.abhijittrading.in and on the website of the Registrar www.bigshareonline.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: abhijittrading@gmail.com.

- (xiii) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xiv) All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xv) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.

Voting through electronics means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

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

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

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

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an

initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.

2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on **e-Voting: Active Voting Cycles**.
7. Select **EVEN (E-Voting Event Number)** of Abhijit Trading Co Ltd. Members can cast their vote online from **September 12, 2015 (9:00 am)** till **September 15, 2015 (5:00 pm)**.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 (tripathiastik@gmail.com) with a copy marked to evoting@nsdl.co.in.

General instructions:

- a. **The e-voting period commences on September 12, 2015 (9:00 am) till September 15, 2015 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. 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. 9th September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.