



ACHAL INVESTMENTS LIMITED

28th ANNUAL REPORT
For the Financial Year 2017-2018



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Pradeep Ram - Whole-time Director
Mr. Sushil Kumar - Non executive & Non Independent Director
Mr. Raja Tirkey - Non executive & Independent Director
Ms. Sarita Devi - Non executive & Independent Director

REGISTERED OFFICE

Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower,
Veer Savarkar Block, Shakarpur East Delhi-110092

Email: achalinvest@yahoo.com

Website: www.achalinvest.com

STATUTORY AUDITORS

M/s. G. P. KESHRI & ASSOCIATES
Chartered Accountants,
A-215,5 Chawala Complex,
Vikas Marg Shakarpur,
Delhi-110092

BANKERS

AXIS BANK

CORPORATE IDENTIFICATION NUMBER (CIN)

L65993DL1980PLC010636

REGISTERAR AND SHARE TRANSFER AGENT

M/s Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110 062
Phone: +91-11-2996 1281/83
Fax: +91-11-2996 1284
Email: beetal@rediffmail.com
Website: www.beetalfinancial.com

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ACHAL INVESTMENTS LIMITED

**Regd. Office: OFFICE NO 208, 2ND FLOOR, PLOT NO. A-1 MADHUBAN TOWER,
VEER SAVARKAR BLOCK, SHAKARPUR DELHI -110092**

**Email: achalinvest@yahoo.com; Website: www.achalinvest.com; Tel/Fax: 91 11 65420041
CIN: L65993DL1980PLC010636**

NOTICE of 28th ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting of the members of ACHAL INVESTMENTS LIMITED will be held on Tuesday, 25th September, 2018 at 09:00 A.M at Navkar Tirth Atisey Ksetra Village, Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi for the Financial Year 2017-18 to transact the following Business:

ORDINARY BUSINESS

- 1.** To receives, consider and adopted the audited Balance sheet of the Company as at **March 31 2018**, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
- 2.** To appoint a Director in place of Mr. Sushil Kumar, who retires by rotation and being eligible offer himself for re – appointment.
- 3.** To ratify the appointment of M/s. G.P.KESHRI & ASSOCIATES, Chartered Accountants (Firm Registration number 017251N) as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS

- 4. To appoint Mr. PRADEEP RAM (DIN: 08079512) as Director and in this regard to consider and if: thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**

"RESOLVED THAT PRADEEP RAM (DIN: 08079512) who was co-opted as an Additional Director on the board of the company with effect from 07th March, 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation._

- 5. To appoint Mr. PRADEEP RAM (DIN: 08079512) as Whole Time Director and in this regard 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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and Articles of Association of the Company the consent of the Board be and is hereby accorded to appoint Mr. Pradeep Ram (DIN: 08079512), who was appointed as an Additional & Whole Time Director of the Company with effect from 07th March, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Whole Time Director not liable to retire by rotation, be and is hereby appointed

as a Whole Time Director of the Company to hold office for a period of five years with effect from 07th March, 2018.

"RESOLVED FURTHER THAT pursuant to provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 and Articles of Association of the Company and subject to approval of Shareholders, consent of the Board be and is hereby accorded to Pay a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) per Month to Mr. Pradeep Ram as Whole Time Director of the Company."

6. To appoint Mr. Raja Tirkey (DIN: 07551561) as Director and in this regard 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 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Raja Tirkey (DIN: 07551561), who was appointed as an Additional & Independent Director of the Company with effect from 13th December 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 13th December, 2017."

7. To appoint MS. SARITA DEVI (DIN: 08084134) as Independent Director and in this regard 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 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Sarita Devi (DIN: 08084134), who was appointed as an Additional & Independent Director of the Company with effect from 26th March, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 26th March, 2018."

8. RATIFICATION OF UTILIZATION OF FUNDS RAISED FROM THE PREFERENTIAL ISSUE:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the BSE Notice No.20180613-29 dated 13th June, 2018, consent of the members be and hereby accorded by way of special resolution to ratify the utilization of funds aggregated to Rs. 1,90,66,000/- (Rupees One Crore Ninety Lakh Sixty Six

Thousand) raised through preferential Issue in financial year 2013-14 and the object mentioned in offer letter i.e.

- To strengthen the equity base of the Company,
- To arrange the funds required for meeting the enhanced working capital requirements of the company,
- To meet certain capital expenditure and
- To meet expenditure for general corporate purposes.

"RESOLVED FURTHER THAT however the fund raised through preferential issue has been utilized for the purposes of giving Loan & Advances, Advances for purchase of shares and repayment of loan, the objects which were not mentioned in the letter of offer.

"RESOLVED FURTHER THAT status of the said funds as on 31.03.2018 as per the below mentioned table:-

Particulars	Amount utilized as on 31 st March, 2018
Loan & Advances	1,55,00,000
Advances for purchase of shares	27,69,600
Repayment of Loan	8,50,000
Total	19,119,600

"RESLOVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution."

Date: 24/08/2018

Place: New Delhi

**By Order of the Board
For ACHAL INVESTMENTS LIMITED
Sd/-
PRADEEP RAM
Whole Time Director
DIN: 08079512**

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

4. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Beetal Financial and Computers Services Private Limited at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, Delhi 110062**. Members holding shares in electronic form may update such details with their respective Depository Participants.

5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 17th September 2018 to 19th September, 2018 (both days inclusive).

6. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.

7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.

8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

1. Voting through electronic means

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting

to be held on **Tuesday, 25th September, 2018** at 09:00 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.

- II. 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).
- III. The Facility for voting through ballot paper shall be 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.
- IV. 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.
- V. The remote e-voting period commences on **22nd September, 2018 (9:00 am) and ends on 24th September, 2018 (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 i.e 18th September, 2018**, 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.

VI. The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

(i) Open email and open PDF file. The said PDF file contains your user ID and password For 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 noted in step (i) above. Click login.

(v) Password change menu appears. Change the password with new password of your choice. 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 e-voting opens, click on e-voting : Active Voting cycles.

(vii) Select "EVEN" Of **ACHAL INVESTMENTS 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 & Corporate 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 csdevesharora@gmail.com with a copy marked to 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 Depository Participant (s) or requesting physical copy] :

(i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

(ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com 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. The e-voting period commences on **22.09.2018** and ends on **24.09.2018**. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 18th September, 2018** may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- 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 18th September, 2018**.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the **cut-off date of 18th September, 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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
- 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 as well as voting at the AGM through ballot paper.
- XIII. **Mr. Devesh Arora**, Practicing Company Secretary (COP:17860), Proprietor **M/s. Devesh Arora & Associates**, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process 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 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 the e-voting at the AGM 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 three 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company ie. achalinvest@yahoo.com 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**.

**By Order of the Board
For ACHAL INVESTMENTS LIMITED
Sd/-
PRADEEP RAM
Whole Time Director
DIN: 06799487**

**Date: 24.08.2018
Place: New Delhi**