

19th
ANNUAL REPORT

2010-2011

ADI RASAYAN LIMITED

Directors	:	Dinesh Harchand Desai	-	<i>Executive Director</i>
		Vikram Ramanlal Shah	-	<i>Executive Director</i>
		Dahyabhai Bhagubhai Patel	-	<i>Executive Director</i>
		Ashish S Pandare	-	<i>Independent Director</i>
		Lalji Ramraj Yadav	-	<i>Independent Director</i>
		Mandar Subhash Palav	-	<i>Independent Director</i>

Auditors : M/S. Padam Chand Jain & Associates
M V House, Hajipura Garden, Shahibaug, Ahmedabad 380 009.

Registered Office : 48 Gujarath Grain Market, Opp. Annupam Cinema,
Khokhra Mehamadabad, Ahmedabad 380 050.

Registrar and Share : System Support Services
Transfer Agent 09, Shivai Ind Estate, 89, Andheri Kurla Road,
Saki Naka, Andheri E, Mumbai - 400072

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of **Adi Rasayan Limited** will be held on Friday, 23rd September, 2011, at 11.00 A.M. at Parking plot, Indrapuri Apartments, Ellisbridge, Ahmadabad 380 006 to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2011 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2011 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri. Ashish S Pandare - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Shri. Lalji Ramraj Yadav - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 4) To appoint Statutory Auditor and fix their remuneration.

SPECIAL BUSINESS:

- 5) "To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution":

Appointment of Shri. Mandar Subhash Palav as a Director

"RESOLVED THAT Shri. Mandar Subhash Palav who was appointed as an Additional Director of the Company by the Board of Directors, pursuant to the Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting, and who is eligible for reappointment under the relevant provisions of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation".

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Ahmedabad
Date : 11th August 2011

Sd/-
Director

Sd/-
Director

Sd/-
Director

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday 19th September, 2011 to Friday 23rd September, 2011 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office, 48 Gujarat Grain Market, Opp Annupam Cinema, Khokhra Mehamabad, Ahmadabad 380050.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto and the papers/documents referred to therein are open for inspection at the Registered Office of the Company between 11:00 am and 2:00 pm on any working day prior to the date of Meeting.
7. At the ensuing Annual General Meeting Shri. Ashish S Pandare, Shri. Lalji Ramraj Yadav directors, who are seeking appointment /reappointment, the brief resume of the directors are as under:

Name	Ashish S Pandare	Lalji Ramraj Yadav
Age	25	32
Qualification	B.Com	B.Com, ACA
Expertise in Specific Area	Accounting & Finance	Finance, Audit & Administration
Date of First Appointment on the Board of the Company	22/04/2009	22/04/2009
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	Nil	Nil

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Ahmedabad
Date : 11th August 2011

Sd/-
Director

Sd/-
Director

Sd/-
Director

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

ITEM NO. 5

Mr. Mandar S. Palav was co-opted as an Additional Director of the Company with effect from 18th November, 2010 pursuant to Section 260 of the Companies Act, 1956 read with the Article 86 of the Articles of Association of the Company. Mr. Mandar S. Palav holds the office upto the Date of the Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose Mr. Mandar S. Palav for the office of the Director.

None of the Directors of the Company other than Mr. Mandar S. Palav are interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Mr. Mandar S. Palav, it would be in the interest of the Company to appoint him as the Director of the Company. The Board recommends the resolution set forth in the Item No. 5 for the approval of the members.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Ahmedabad
Date : 11th August 2011

Sd/-
Director

Sd/-
Director

Sd/-
Director

DIRECTORS' REPORT

The Directors have pleasure in presenting their 19th Annual Report on the business and operations of the Company for the year ended 31st March, 2011.

1. FINANCIAL RESULTS & OPERATIONS:

Accounting year 2010-2011 is the 19th year of operation. During the year under review, no commercial activities were carried out. In view of this, the company has continued to incur losses. The management is putting every effort to come out of the financial crisis. It has already paid of the Secured Loans during the year.

2. DIVIDEND:

During the year under review, owing to the accumulated lossess, the Directors do not recommend any dividend.

3. FIXED DEPOSITS:

During the year under review, the Company has not invited or accepted any Fixed Deposits from the public.

4. DIRECTORS :

Shri Ashish S Pandare and Shri Lalji Ramraj Yadav, Directors of the Company who retires by rotation under Article 104 of Articles of Association of the Company and being eligible offers themselves for re-appointment as directors of the Company. Shri Mandar S. Palav has been inducted on the Board of Directors with effect from 18th November 2010.

5. AUDITORS:

M/s. Padam Chand Jain & Associates, Chartered Accountants as the Statutory Auditors of the Company The Board recommends the reappoint of M/s. Padam Chand Jain & Associates, as auditors of the Company for the financial year 2011-12, who have also confirmed that their appointment shall be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Necessary Resolutions for their appointment has been proposed for the consideration of the Members of the Company.

6. AUDITOR'S REPORT:

There are no adverse observations made by the Auditors in their Report.

7. AUDIT COMMITTEE:

Audit Committee is consisting of Shri Ashish S. Pandare - Chairman, Shri. Lalji Ramraj Yadav and Shri Dinesh H. Desai as Members of the Audit Committee

8. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE:

Shareholders and Investor Grievance Committee is consisting of Shri Ashish S. Pandare - Chairman, Shri. Lalji Ramraj Yadav and Shri Dinesh H. Desai as Members of the Shareholders and Investors Grievance Committee.

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) In the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) The Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

10. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

11. STOCK EXCHANGES:

The Company is listed on the following Stock Exchanges:

- a) Bombay Stock Exchange Limited.
- b) Ahmedabad Stock Exchange.

The Trading in the shares of the Company are presently suspended from in both the Stock Exchanges. However, the Company has paid the necessary listing fees to both the Stock Exchanges and has applied for the revocation of suspension of trading in equity shares of the Company.

12. PARTICULARS OF EMPLOYEES :

The Company has no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

13. FOREIGN EXCHANGE:

During the year under review, there were no foreign exchanges Earnings or outgo.

14. CORPORATE GOVERNANCE:

The Corporate Governance Report forms an integral part of this Report and is set out as separately in this Report. The Certificate of the Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges is annexed with the Report on Corporate Governance.

15. HUMAN RESOURCES:

Progressive policies to encourage excellence both in individual and team spirit are in place.

16. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Ahmedabad
Date : 11th August 2011

Sd/-
Director

Sd/-
Director

Sd/-
Director

ANNEXURE 'A' TO DIRECTORS' REPORT**RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.****A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:**1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2010-11.

2. Benefits derived as a result of the above efforts.

None

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**C. Foreign Exchange Earnings and Outgo**
Nil**1. Earning- FOB value of Exports**
Nil**2. Outgo- CIF Value of Imports**
Nil

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Ahmedabad
Date : 11th August 2011

Sd/-
Director

Sd/-
Director

Sd/-
Director