



ADI RASAYAN LTD

25TH ANNUAL REPORT

2016 - 2017

ADI RASAYAN LIMITED

25TH ANNUAL GENERAL MEETING

BOARD OF DIRECTORS

Sanjiv Joshi

Managing Director

***Ashish S Pandare**

Independent Director

Veda B Adhatrao

Independent Director

Amisha Dani

Independent Director

#Viral Mehta

Non Executive Director

**Resigned w.e.f. 18.08.2017*

#Appointed w.e.f. 18.08.2017

REGISTERED OFFICE

G/C, Ground Floor,
Trupti Apartment,
B/H. Old High Court,
Navrangpura,
Ahemdabad – 380 009
Gujarat

AUDITORS

M/s. Koshal & Associates,
Chartered Accountants

BANKERS

Allahabad Bank

REGISTRAR AND SHARE TRANSFER AGENT

**Adroit Corporate Services
Private Limited**

17-20, Jafferbhoy Ind. Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai 400059.

Tel: 022- 42270427 /429

Website: www.adroitcorporate.com

Email: prafuls@adroitcorporate.com

CONTENTS

Sr. No.	Particulars	Page No.
1	Notice of the Annual General Meeting	1-5
2	Director's Report	6-22
3	Auditors Report	23-28
4	Balance Sheet	29
5	Statement of Profit and Loss Account	30
6	Cash Flow Statement	31
7	Notes forming part of Balance Sheet	32-39
8	Attendance Slip	40
9	Proxy Form	41

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADI RASAYAN LIMITED WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017, AT 11.00 A.M. AT CULTURAL CENTRE HALL BCA, CHARITABLE TRUST, NEAR CHANDRA NAGAR BUS STAND, NARAYAN NAGAR ROAD, PALDI, AHMEDABAD – 380 007 TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To Consider and adopt:

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors' thereon.

2. Re-appointment of retiring Director:

To appoint a Director in place of Mr. Sanjiv Joshi, Managing Director (DIN 05353964) of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment

3. Ratification of appointment of Statutory Auditor and fix their remuneration :

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Koshal & Associates, Chartered Accountants, (Membership No- 043746) (who was appointed as Statutory Auditors of the Company in 23rd AGM to hold office till the conclusion of the 28th AGM to be held in the calendar year 2020), be and hereby ratified for Financial Year 2017-18 and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

4. Regularization of Mr. Viral Mehta (DIN: 07927632) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Viral Mehta (DIN:07927632), who has been appointed as an Additional Director by the Board of Directors with effect from August 18, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

Date: 18/08/2017

Place: Ahmedabad

**By Order Of the Board
For ADI RASAYAN LIMITED**

**Sd/-
Sanjiv Joshi
Managing Director
DIN: 05353964**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. 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 the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. 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.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, 20th September, 2017 to 27th September, 2017 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
7. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company, Adroit Corporate Services Private Limited 17/18/19/20, Jaferbhoy Ind.Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059. Tel: +91 (0)22 42270427. Email Id: prafuls@adroitcorporate.com
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, 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 dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details along with proof thereon.
10. Electronic copy of the Notice of the 25th 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 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 Notice of the 25th 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 in the permitted mode.

The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2017 will also be available on the Company's website www.adirasayan.in and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company 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.

11. INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM AS FOLLOWS:

Name of the Director	Mr. Sanjiv Joshi	Mr. Viral Mehta
Directors Identification Number (DIN)	05353964	07927632
Date of Birth	31/10/1976	08/07/1983
Nationality	Indian	Indian
Date of Appointment	10/08/2012	18/08/2017
Qualification	Graduate	B.COM
Experience in specific functional area	Administration	Experience in Share Market
Directorship in other Indian Public Limited Companies	Nil	Nil
No. of Shares held	Nil	Nil

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

12. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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; “**Adi Rasayan Limited** e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN 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 / PIN noted in step (i) above and 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 e-voting opens. Click on e-voting: Active Voting Cycles.
- VII. Select “EVEN” of **Adi Rasayan Limited**.
- VIII. Now you are ready for 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 Malabl_78@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository

Participants(s)] or requesting physical copy:

- I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (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.

(2) Voting at AGM:

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. 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
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. 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).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20th September, 2017, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. 24th September, 2017 and will end at 5.00 p.m. on 26th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 20th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2017, may obtain the login ID and password by sending an email to adirasayan@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Ms. CS Vidhi Shambwani, Practicing Company Secretary, is been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizer Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

Date: 18/08/2017

Place: Ahmedabad

**By Order Of the Board
For ADI RASAYAN LIMITED**

**Sd/-
Sanjiv Joshi
Managing Director
DIN: 05353964**

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013(“Act”)]

ITEM No. 4

The Board of Directors of the Company appointed Mr. Viral Mehta (DIN: 07927632) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 18th August, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Viral Mehta (DIN: 07927632) as Director of the Company.

The Company has received from Mr. Viral Mehta –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Date: 18/08/2017

Place: Ahmedabad

**By Order Of the Board
For ADI RASAYAN LIMITED**

**Sd/-
Sanjiv Joshi
Managing Director
DIN: 05353964**

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 25th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2017.

▪ **FINANCIAL RESULTS:**

The Financial Highlights for the year under report are as under:

(Amount Rs.)

PARTICULARS	31st March 2017	31st March 2016
Revenue from Operations	47,80,010	-
Other Income	7,28,120	8,90,000
Total Revenue	55,08,130	8,90,000
Other Expenses	11,40,947	9,28,737
EBITDA	1,11,392	9,98,231
Depreciation and Amortization Expense	2,484	10,304
EBIT	1,08,908	9,87,927
Interest and Finance Cost	-	-
EBT (before exceptional items)	1,08,908	9,87,927
Exceptional items	-	11,60,851
Profit before Tax	1,08,908	9,87,927
Taxes		
i) Current Tax	-	-
ii) Deferred Tax	13	(1,914)
iii) Mat Credit	(22,210)	-
Profit (Loss) for the period	1,31,105	9,89,841

▪ **REVIEW OF OPERATIONS:**

During the financial year ended 31st March, 2017, the Company has recorded revenue of Rs. **55,08,130/-**. The Company has earned profit of Rs **1,31,105/-** during the year under review as compared to profit Rs. **9,89,841/-** in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development.

▪ **EXTRACT OF ANNUAL RETURN:**

As required under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in form MGT-9 is a part of the Annual Report as **Annexure - A**

▪ **SHARE CAPITAL:**

The Authorized Share Capital as on 31st March, 2017 stands at Rs.7,00,00,000 /- divided into 70,00,000 Equity Share of Rs 10/- each. *The Issued, Subscribed and Paid up share capital of the company is 3,25,985 Equity Shares of Rs10/- each Fully Paid up.

The company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the company, under any scheme.

*The issued capital of the Company is 3,25,985 Equity Shares of Rs.10/- each fully paid up. Pursuant to the said Hon'ble High Court of Judicature at Gujarat at Ahmedabad vide its Order dated 17th June, 2016, the existing issued, subscribed and paid up Equity share capital of the Company is reduced from Rs.6,51,97,000/- divided into 65,19,700 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up to Rs.32,59,850/- divided into 3,25,985 Equity Shares of Rs. 10/- (Rupees Ten only) each.

▪ DIVIDEND:

During the year under review in order to conserve the resources of the Company, the Board of Directors does not recommend any dividend.

▪ DEPOSITS:

Your Company has neither accepted any deposits during the year under report nor did any deposits remain unpaid or unclaimed during the year under review.

▪ INTERNAL CONTROL SYSTEM:

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and same were operating throughout the year. The Company has in house Internal Audit Function.

▪ DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2017 the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the Financial Year ended 31st March, 2017 on a Going Concern Basis.
- e) The Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

▪ SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

▪ LOANS, GUARANTEES OR INVESTMENTS:

Your Company has neither given any loan or guarantee nor has made any investment during the year under report attracting the provisions of Section 186 of the Companies Act, 2013.

▪ CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Since the Company is not engaged into any manufacturing activity provision of Section 134(3)(m) of the Company Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable.

▪ FOREIGN EXCHANGE:

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

▪ PARTICULARS OF EMPLOYEES:

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendments thereof, Company has no such employees falling under the preview of the provisions mentioned above.