



ADI RASAYAN LIMITED

26TH ANNUAL REPORT



2017 - 2018

ADI RASAYAN LIMITED

26TH 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 & CFO

*** 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

COMPANY SECRETARY

Ms. Snehal Aansodariya

Appointed w.e.f 31/10/2017

AUDITORS

M/s. Koshal & Associates,
Chartered Accountants

BANKERS

Allahabad Bank

REGISTRAR AND SHARE TRANSFER AGENT

**Satellite Corporate Services
Private Limited**

Unit No.49, Building No. 13AB, 2nd
Floor, Samhita Commercial Co-op
Society, Off Andheri Kurla Road,
MTNL Lane, Sakinaka,
Mumbai,- 400072
Tel: 022 - 28520461 / 28520462
Website: info@satellitecorporate.com
Email: www.satellitecorporate.com

CONTENTS

Sr. No.	Particulars	Page No.
1	Notice of the Annual General Meeting	1-6
2	Director’s Report	7-28
3	Auditors Report	29-35
4	Balance Sheet	36
5	Statement of Profit and Loss Account	37
6	Cash Flow Statement	38
7	Notes forming part of Balance Sheet	39-52
8	Attendance Slip	53
9	Proxy Form	54

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADI RASAYAN LIMITED WILL BE HELD ON SATURDAY, 29TH SEPTEMBER, 2018, 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 2018, the statement of Profit and loss for the financial year ended 31st March, 2018 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.

Date: 13/08/2018

By Order Of the Board
For ADI RASAYAN LIMITED

Place: Ahmedabad

CIN: L24231GJ1992PLC018572

Registered Office:
G/C, Ground Floor, Trupti Apartment,
B/H. Old High Court, Navrangpura,
Ahmedabad - 380009

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, 22nd September, 2018 to 29th September, 2018 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
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, Satellite Corporate Services Private Limited Unit No.49, Building No. 13AB, 2nd Floor, Samhita Commercial Co-op Society, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai, Maharashtra, 400072. Tel: +91 (0)22 28520462. Email Id: info@satellitecorporate.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 26th 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 26th 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, 2018 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
Directors Identification Number (DIN)	05353964
Date of Birth	31/10/1976
Nationality	Indian
Date of Appointment	10/08/2012
Qualification	Graduate
Experience in specific functional area	Administration
Directorship in other Indian Public Limited Companies	Nil
No. of Shares held	Nil

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csjayminmodi@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Other Instructions:

1. The e-voting period commences on Wednesday, 26th September, 2018 (9.00 a.m. IST) and ends on Friday, 28th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 22nd September 2018, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adirasayan.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Date: 13/08/2018

Place: Ahmedabad

CIN: L24231GJ1992PLC018572

Registered Office:

G/C, Ground Floor, Trupti Apartment,
B/H. Old High Court, Navrangpura,
Ahmedabad - 380009

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 26th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2018.

▪ **FINANCIAL RESULTS:**

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

(Amount Rs.)

PARTICULARS	31 st March 2018	31 st March 2017
Revenue from Operations	8,15,000	47,80,010
Other Income	9,00,874	7,28,120
Total Revenue	17,15,874	55,08,130
Expenses	10,70,693	53,74,238
EBITDA	6,45,181	1,33,892
Depreciation and Amortization Expense	2,484	2,484
EBIT	6,42,697	1,31,408
Interest and Finance Cost	-	-
EBT (before exceptional items)	6,42,697	1,31,408
Exceptional items	-	-
Profit before Tax	6,42,697	1,31,408
Taxes	-	-
i) Current Tax	1,67,096	-
ii) Deferred Tax	(1,201)	13
iii) Mat Credit	-	(22,210)
Profit (Loss) for the period	4,76,802	1,53,605

▪ **REVIEW OF OPERATIONS:**

During the financial year ended 31st March, 2018, the Company has recorded revenue of Rs. 17,15,874/-. The Company has earned profit of Rs. 4,76,802/- during the year under review as compared to profit Rs. 1,53,605/- 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 paid up Equity Share Capital as on 31st March, 2018 was Rs. 32,59,850/- divided into 3,25,985 Equity Share of Rs 10/- each. 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.