



AJWA FUN WORLD AND RESORT LIMITED



ANNUAL REPORT 2015 – 16

CIN: L45201GJ1992PLC018294



AJWA FUN WORLD AND RESORT LIMITED

BOARD OF DIRECTORS

MR. RAJESHKUMAR CHUNILAL JAIN

MR. RAHIL RAJESHKUMAR JAIN

MR. PRADYUMAN PANDYA

MS. SHANTI YASHPAL NANDECHA

MR. ARVIND MANUBHAI VAKIL

CHAIRMAN & MANAGING DIRECTOR

EXECUTIVE DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR (W.E.F FROM 14.07.2016)

AUDIT COMMITTEE

MS. SHANTI YASHPAL NANDECHA, CHAIRMAN

MR. PRADYUMAN PANDYA, MEMBER

MR. ARVIND MANUBHAI VAKIL, MEMBER

NOMINATION & REMUNERATION COMMITTEE

MS. SHANTI YASHPAL NANDECHA, CHAIRMAN

MR. PRADYUMAN PANDYA, MEMBER

MR. ARVIND MANUBHAI VAKIL, MEMBER

SHAREHOLDER'S GRIEVANCE COMMITTEE

MS. SHANTI YASHPAL NANDECHA, CHAIRMAN

MR. PRADYUMAN PANDYA, MEMBER

MR. RAHIL JAIN, MEMBER

REGISTERED OFFICE:

AJWA NIMETA ROAD

P O AJWACOMPOUND

TA-WAGHODIYA

DIST-BARODA

VADODARA. GJ 391510

PHONE:

WEBSITE: accounts@ajwaworld.com

REGISTRAR & TRANSFER AGENT:

M/s. MCS SHARE TRANSFER AGENT LIMITED

10, ARAM APARTMENT, 12 SAMPATRAO

COLONY, B/H LAXMI HALL, ALKAPURI,

VADODARA 390007 (UPTO 18.07.2015)

M/S. ADROIT CORPORATE SERVICES PRIVATE
LIMITED (FROM 19.07.2016)

17/20, JAFERBHOY, INDUSTRIAL ESTATE,

01ST FLOOR, MAKWANA ROAD, MAROLNAKA

ANDHERI (E), MUMBAI 400 059

STATUTORY AUDITORS:

M/s DSKHTP & ASSOCIATES

CHARTERED ACCOUNTANTS

RAJKOT



NOTICE

NOTICE IS HEREBY GIVEN THAT 24th ANNUAL GENERAL MEETING OF AJWA FUN WORLD AND RESORT LIMITED WILL BE HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER, 2016 AT 11.00 A.M. AT AJWA NIMETA ROAD P O AJWA COMPOUND- TA-WAGHODIYA DIST-BARODA VADODARA -391510 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2016, together with the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. RAJESHKUMAR CHUNILAL JAIN (holding DIN: [00285542](#)), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the company and fix their remuneration and to consider and if thought fit, to pass following resolution as an Ordinary Resolution thereof:

“**RESOLVED THAT** Pursuant to the Provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s. DSKHTP CHARTERED ACCOUNTANTS, Rajkot (ICAI Registration No. 119285W), be and are hereby Re-appointed as Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of directors of the company.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION.

O APPOINTMENT OF MR. ARVIND MANUBHAI VAKIL AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

“RESOLVED THAT Mr. ARVIND MANUBHAI VAKIL appointed as Additional Director of the Company in the category of Independent Directors with effect from 14th July, 2016, pursuant to the provision of Section 161(1) of the Companies Act 2013 and the Articles of Association of the Company, and in respect of whom a notice under section 160 of Companies Act, 2013 has been received from himself signifying his intention to propose himself as candidate to the office of Independent Director of the Company be and is hereby appointed as a Independent Director.”

The Company has received notices with requisite deposit as per Section 160 of the Companies act, 2013, from the members of the Company proposing the candidature of Mr. ARVIND MANUBHAI VAKIL as an Independent Director, for a term of 5 consecutive year's up to 13.09.2021.



Regd. Office:

**AJWA FUN WORLD AND RESORT
LIMITED**

CIN: L45201GJ1992PLC018294

AJWA NIMETA ROAD
P O AJWACOMPOUND
TA-WAGHODIYA DIST-BARODA
VADODARA -391510

**BY ORDER OF BOARD OF
DIRECTORS FOR AJWA FUN WORLD
AND RESORT LIMITED**

DATE: 12/08/2016

RAHIL RAJESHKUMAR JAIN

Executive Director

(DIN: [02300673](#))



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. Proxy in form no mgt-11 to be effective should reach the registered office of the company not less than 48 hours before the time fixed for the meeting.
2. A person can act as a proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other person or shareholder.
3. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of 24TH Annual General Meeting of the Company.
5. The members are requested to intimate their change of address, if any, immediately to the companies & its Registrar and Transfer Agent (RTA) Adroit Corporate Services Private Limited 17/20 Jaferbhoy Industrial Estate, 01st Floor, Makwana Road, Marolnaka, Andheri (E), Mumbai 400 059 quoting their Folio No. or Client ID No.
6. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
7. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
8. Nomination facility is available to the Shareholders in respect of share held by them.
9. Members who hold shares in dematerialized form are requested to write their client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item numbers 4 is annexed.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director seeking reappointment at the Annual General Meeting are as under and forms integral part of the notice. The Director has furnished the requisite declarations for his re-appointment.



The details of Directorship, Membership/Chairmanship of Committees of Other Companies held by Mr. RAJESHKUMAR CHUNILAL JAIN are as under:

Sr. No.	Name of the Company in which holding Directorship	NAME OF COMMITTEE	CHAIRMAN/ MEMBER
1.	SRJ PROJECTS PRIVATE LIMITED	NIL	NIL
2.	UNIQUE CONSTRUCTION PRIVATE LIMITED	NIL	NIL
3.	AJWA FINANCE LIMITED	NIL	NIL
4.	SHREE BALAJI (INDIA) INFRASTRUCTURE PRIVATE LIMITED	NIL	NIL

11. Electronic copy of the Annual Report for 2015-16 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 Annual Report for 2015-16 is being sent in the permitted mode.

12. Those shareholders who have not registered their email address or wish to update a fresh email address may do so by submitting the attached E-mail Registration Form to the Company or the Registrar and Share Transfer Agent of the Company.

13. Voting through electronic means:

The Company is pleased to offer e -voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.



The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com

Step 2: Click on “Shareholders” to cast your vote(s)

Step 3: Please enter User ID –

- a. For account holders in CDSL: - Your 16 digits beneficiary ID
- b. For account holders in NSDL: - Your 8 Character DP ID followed by 8 Digits Client ID
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Enter the Image Verification as displayed and Click on Login

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step 6: If you are a first time user follow the steps given below:

6.1 Enter your 10 digit alpha-numeric **PAN** issued by Income Tax Department.

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the **Date of Birth (DOB)** recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter **the number of shares held by you as on the cutoff date i.e. 22nd September, 2016** in the **Bank details field**.

Step 7: After entering these details appropriately, click on “SUBMIT” tab.

Step 8: First time user holding shares in Demat form will now reach Password Generation



menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 9: Click on the EVSN of the Company i.e. **160825035**EVSN to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the Resolution File Link if you wish to view the Notice.

Step 12: After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 13: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- I. The e-Voting period commences on 26th September, 2016 (9.0a.m.) and ends on 28th September, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date of 22nd September, 2016 may cast their vote electronically. The e-Voting module shall 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.
- II. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- III. The Company has appointed Mr. VIVEK VASANI, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
- IV. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forthwith to the Chairman of the Company.
- V. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website accounts@ajwaworld.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- VI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- VII. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- VIII. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.



IX. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details	
Company	AJWA FUN WORLD AND RESORT LIMITED
Registrar and Transfer Agent	<p>M/s. Adroit Corporate Services Private Limited</p> <p>205/206, Sterling Centre, R. C. Dutt Road, Alkapuri - Vadodara - 390007</p> <p>Registered office</p> <p>17/20 Jaferbhoy Ind. Estate, 01st Floor, Makwana Road, Marolnaka, Andheri (E), Mumbai 400 059:</p> <p>PHONE: 0265 - 2333667</p> <p>E-mail ID: acsbaroda@adroitcorporate.com</p>
e-Voting Agency	<p>Central Depository Services (India) Limited</p> <p>Email ID: helpdesk.evoting@cdslindia.com</p>
Scrutinizer	<p>CS VIVEK VASANI</p> <p>Practicing Company Secretary</p> <p>Email: csvivekvasani@gmail.com</p>

DATE: 12/08/2016

REGD. OFFICE:

AJWA FUN WORLD AND RESORT LIMITED
CIN: L45201GJ1992PLC018294

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BY ORDER OF BOARD OF DIRECTORS
FOR AJWA FUN WORLD AND RESORT LIMITED

RAHIL RAJESHKUMAR JAIN
Executive Director (DIN: [02300673](#))