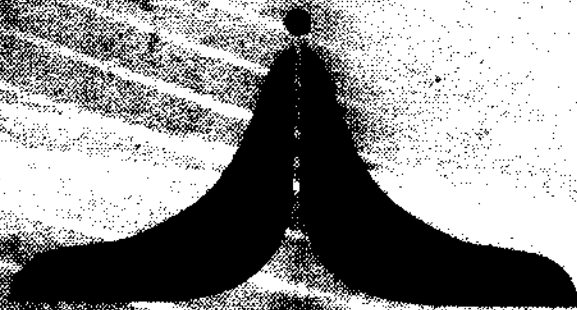


17TH ANNUAL REPORT

2010-2011



SHRI RAM CHANDRA LIMITED

17th Annual General Meeting

Day and Date : Tuesday, 27th September, 2011

Venue : Lavender Bough, Next to Swaminarayan Temple,
90 feet road, Garodia Nagar, Ghatkopar(East),
Mumbai 400077

Time : 11.00 a.m.

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Rushabh Shah	(Chairman & Managing Director)
Mrs. Mansi Shah	(Director)
Mr. Surjit Banga	(Independent Director)(Resigned W.E.F 6 th July 2011)
Mr. C. R. Mehta	(Independent Director) (Resigned W.E.F 26 th March 2011)
Mr. R. C. Singhvi	(Independent Director) (Resigned W.E.F 26 th March 2011)
Mr. Sunil Mistry	(Independent Director) (Appointed W.E.F 30 th May 2011)

AUDITORS

M/s. Sunderji Gosar & Co.
Chartered Accountants
Mumbai

BANKERS

Dena Bank

REGISTERED OFFICE

320/7, Siddhivinayak Society,
Hingwala Lane, Pant Nagar,
Ghatkopar (East), Mumbai - 400 075
Email : aadi.industries@hotmail.com
Website: www.aadiindustries.com

REGISTRAR & SHARE TRANSFER AGENTS

Sharex Dynamics (India) Private Limited
Luthra Industrial Estate, Andheri Kurla Road,
Andheri (East), Mumbai 400 072
Tel. No.: 022- 28515606
Fax No.: 022- 22641349
Email: sharexindia@vsnl.com



NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of **Aadi Industries Limited** will be held on Tuesday, 27th September, 2011 at 11.00 a.m. at Lavender Bough, Next to Swaminarayan Temple, 90 feet road, Garodia Nagar, Ghatkopar(East), Mumbai - 400077 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet for the year ended 31st March, 2011, the Profit & Loss Account as at that date along with the Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Mansi Shah, who retires by rotation and being eligible offer herself for re-appointment.
3. To declare dividend on the paid up Share Capital of the Company.
4. To appoint M/s. Sunderji Gosar & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310, and other applicable provisions, if any, of the Companies Act, 1956 ("the Act as amended or re-enacted from time to time) read with the provisions of Schedule XIII to the Act and in terms of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to re-appointment of Mr. Rushabh Shah, Chairman and Managing Director of the Company for the period a three years from 1st February 2011 to 31st January 2014 on such remuneration and perquisites as determined by the Board of Directors of the Company, the details of which are furnished to the explanatory statement of material facts attached hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and payment of remuneration to Mr. Rushabh Shah, Chairman and Managing Director of the Company from time to time in such manner as may be agreed to between the Board of Directors and the said Mr. Rushabh Shah.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of Mr. Rushabh Shah, Chairman and Managing Director of the Company, he shall be paid remuneration at the same substantive level as specified herein after and that such remuneration shall be treated as the Minimum Remuneration payable to him in accordance with Part II of Section II of Schedule XIII of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sunil Mistry, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY WHO NEED NOT BE MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF.** The instruments appointing the Proxy should be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business to be transacted at the meeting is annexed hereto.



3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 24th September, 2011 to Monday 26th September, 2011 (both days inclusive).
4. Members are requested to:
- Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2011, so as to enable the Company to keep the information ready.
 - Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
 - Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their addresses. Where the shares are held in electronic form such change is to be informed to the Depository Participant (DP) and not to the Company / R & TA.
 - Quote Registered Folio Number or DP ID/ Client ID in all the correspondence,
 - Approach the R&TA of the Company for consolidation of folios.
 - Furnish bank account details to the R&TA/ Depository Participant to prevent fraudulent encashment of dividend warrants.
 - Avail of Nomination facility by filling in and forwarding the nomination form to the R&TA, if not already done.
 - Send all share transfer lodgments (physical mode) / correspondence to the R&TA of the Company - M/s. Sharex Dynamics (India) Pvt. Ltd. Luthra Industrial Estate, Andheri Kurla Rd., Andheri(E), Mumbai 400072 up to the date of book closure.
5. Non-Resident Indian Members are requested to inform the Company/R&TA the following immediately:
- Change in the residential status on return to India for permanent settlement.
 - The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
6. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. In view of the Circular no. 18/2011 dated 29/04/2011 issued by Ministry of Corporate Affairs, as a part of Green Initiatives Company urges all its Shareholders to register their E-mail address with the RTA agent enabling the Company to send the Annual Report through E-mail.
8. Appointment/Re-appointment of Directors:
Pursuant to Clause 49 (IV) (G) of the Listing Agreement relating to Corporate Governance, the brief profile of the Directors is given below:
- | | | |
|--|---|--------------------|
| 1. Name: | : | Mrs. Mansi Shah |
| Date of Birth | : | 08/02/1982 |
| Qualification & Expertise | : | Dietician |
| List of Directorship held in other Companies | : | Nil |
| No. of Equity shares held | : | Nil |
| 2. Name | : | Mr. Sunil Mistry |
| Date of Birth | : | 17/12/1977 |
| Qualification & Expertise | : | B.com, F.C.A, DISA |
| List of Directorship held in Other Companies | : | Haria Exports Ltd. |
| No. of Equity shares held | : | NIL |

By the order of the Board

Date: 11th August 2011
Place: Mumbai

Rushabh Shah
Chairman & Managing Director



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no 5

Mr. Rushabh Shah was appointed as Managing Director of the Company with effect from 1st February 2008 for a term of three years upto 31st January 2011.

The Managing Director has been instrumental in all phases of the Company since the time of setting up of the Project of manufacturing of aluminum profiles till date. Mr. Shah possesses deep knowledge and rich experience of more than a decade in the field of Plastic Industry.

The Company has benefited immensely from the long association of the Managing Director. The Managing Director has successfully driven the Company through its difficult times and under their able leadership and guidance, the Company has been able to achieve satisfactory results.

The Managing Director is performing duties and exercising powers to manage the affairs of the Company under guidance, supervision and control of the Board of Directors of the Company.

Considering the key role to be played by the Managing Directors in the Company's ongoing and future endeavours, the Board of Directors have thought it prudent and desirable to re-appoint the Managing Directors for a period of three years respectively with revised terms and conditions in accordance with the recommendation of the Remuneration Committee in terms of provisions of Schedule XIII of the Companies Act, 1956.

As per the recommendation of Remuneration Committee, the Board of Directors of the Company subject to approval from the shareholders approved the re-appointment of Mr. Rushabh Shah as Managing Director of the Company with effect from 1st February 2011 for a term of three years on the terms and conditions as mentioned herein below:

The proposed remuneration and terms and conditions of appointment of the Managing Directors are given below:

Period	1st February, 2011 to 31st January, 2014
Salary	Rs. 1,50,000/- per month
Commission	Such amount which together with the annual salary and perquisites, will not exceed 5% of the Net Profit as computed under Section 198/349 of the Act at the end of each financial year during the tenure of the Managing Director.

Other Perquisites

1. Gratuity payable in accordance with the rules of the Company or as per the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the computation of limits for the remuneration or perquisites.
2. Free use of the Company's car for business and free telephone facility at residence are not considered as perquisites. No personal long distance calls on telephone are allowed.
3. Re-imbusement of all entertainment and traveling and out of pocket expenses actually and properly incurred for the business purpose of the Company.

Other Terms

1. The Managing Directors shall not be entitled to receive the Directors Sitting fees for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. If at any time, any of the Managing Directors ceases to be a Director of the Company due to any reason or cause, he shall cease to be the Managing Director in terms of the agreement.
3. The respective agreement to be entered into may be terminated by either party by giving to the other party three months notice of such termination.



The draft agreement proposed to entered into by and between the Company and each of the Managing Directors respectively, is available for inspection of the shareholders of the Company at the Registered Office of the Company during business hours on all working days upto the date of the ensuing Extra-ordinary General Meeting.

This explanatory statement shall be treated as an abstract of the Agreement to be entered into between the Company and the said Managing Directors respectively pursuant to Section 302 (2) & (7) of the Companies Act, 1956.

Except, Mr. Rushabh Shah and Mrs. Mansi Shah, none of the Directors is interested or concerned in the said resolutions.

As per the provisions of the Companies Act, 1956, approval of members is necessary for issue of shares on right basis. Hence the same is placed before you for approval.

The resolutions are recommended for approval of the shareholders.

Item no. 6:

Mr. Sunil Mistry was appointed as Additional Director with effect from 30th May 2011 to hold office upto the date of ensuing Annual General Meeting. Mr. Mistry is a Member of the Institute of Chartered Accountants of India having wide experience in the field of Audit and Taxation. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing his candidature along with Rs. 500/- as deposit as required under the, Act.

Your Directors recommend the said resolution.

None of the Directors, except Mr. Sunil Mistry are interested in the above said resolution.

For and on behalf of the Board

Rushabh Shah
Chairman and Managing Director

Place: Mumbai
Date: 11th August, 2011



DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the Seventeenth Annual Report on the operations of the Company together with the audited accounts for the year ended 31st March, 2011.

Financial Results:

Financial Results for the year ended 31st March, 2011 are as under:

(Rs. in lacs)

	Current Financial Year 2010-11	Previous Financial Year 2009-10
Net Sales and other Income	12102.84	7664.30
Profit before Depreciation, Interest and Tax (PBDIT)	894.99	535.61
Less: Interest	396.82	230.54
Depreciation	55.16	41.03
Profit before Taxation	443.01	264.04
Less: Provision for Taxes		
- Income Tax	130	67.94
-Deferred Tax Asset	19.54	16.62
-Prior Period Item	8.22	0.00
Profit after Taxation	285.25	179.48
Balance brought from previous year	126.56	5.58
Balance available for appropriation	411.81	185.06

APPROPRIATION

	Current Financial Year 2010-11	Previous Financial Year 2009-10
Proposed Dividend	50.00	50.00
Dividend Tax	8.50	8.50
Profit carried to Balance Sheet	353.31	126.56

Performance:

During the year under review, your Company achieved sales of Rs. 12102.84 lacs and earned net profit after tax of Rs. 285.25 lacs compared to Rs. 7664.30 lacs and Rs. 179.48 lacs respectively for the previous financial year.

Dividend:

Your Directors are pleased to recommend final dividend @ Re. 0.50/- per share for the Financial Year 2010-11 subject to approval of the shareholders at the ensuing Annual General Meeting, which if approved, would absorb Rs. 58.50 lacs on account of dividend and distribution tax thereon.

Directors:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Mansi Shah Director of the Company, retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting.

Mr. R. C. Singhvi was appointed as an Additional Director with effect from 1st December, 2010 to hold office upto the date of ensuing Annual General Meeting. However due to his pre occupation resigned from the office of director of the Company with effect from 26th March 2011.



Mr. C. R. Mehta and Mr. Surjit Banga Independent Directors also resigned from the directorship of the Company with effect from 26th March 2011 and 6th July 2011 respectively. The Board places on record its deep appreciation of the invaluable services rendered by Mr. C. R. Mehta, Mr. Surjit Banga and Mr. R. C. Singhvi during their respective tenure as Director of the Company. Mr. Sunil Mistry, Independent Director was appointed as the Additional Director of the Company w.e.f. 30th May, 2011 to hold office upto the date of ensuing Annual General Meeting and being eligible offer himself for reappointment. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company.

Alteration of Object Clause:

The Object Clause of the Company was altered through Postal Ballots. The Members of the Company vide resolution passed at the Annual General Meeting of the members of the Company held on 26th August, 2010 altered the Object Clause of the Company and adopted the business as mentioned in the then inserted Clauses 67 to 70 under Part C of Object Clause of the Company. There after the said Objects were adopted as the Main Object of the Company substituting the then Main Objects.

Directors' Responsibility Statement:

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

- in the preparation of the annual accounts, the applicable Accounting Standards have been followed and no material departures were found;
- the Directors have selected such accounting policies and applied them consistently and made 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 as at 31st March, 2011 and of the profit of the Company for the year;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts for the year ended 31st March, 2011 have been prepared on going concern basis.

Public Deposits:

The Company has not accepted any deposit pursuant to provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

Delisting of Shares

The Company had made an application to Vadodara Stock Exchange for delisting of its shares since there was no trading of shares at the said Stock Exchange. The Company's said application for delisting of shares was approved by the Managing Body of the said Stock Exchange. The Company has been informed by the said Stock Exchange vide their letter dated 27th January, 2011 that the trading of shares of the Company have been delisted from the said Stock Exchange accordingly the shares of the Company is now listed only on Bombay Stock Exchange.

Auditors:

M/s Sunderji Gosar & Co., Chartered Accountants, the Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for re-appointment. The retiring Auditors have furnished a certificate of their eligibility for re-appointment under Section 224(1 B) of the Companies Act, 1956 and have indicated their willingness to continue in the said office. Members are requested to appoint auditors for the current year and to authorize the Board to fix their remuneration.

Auditors' Report:

As regards observations of the Auditors for non payment of certain Statutory Dues, the Board of Directors would like to state that due to temporary shortage of funds, the said dues have been remained unpaid. Necessary steps have been taken to make the payment of the said outstanding statutory liabilities.

Corporate Governance:

A Report on Corporate Governance and Management Discussion & Analysis Report pursuant to Clause 49 of the Listing Agreement are annexed hereto and form part of this report.

**Particulars of Conservation of Energy, Technology Absorption, Adaptation and Innovation and Foreign Exchange Earnings and outgo:**

Information relating to the Conservation of Energy, Technology Absorption, Adaptation and Innovation and Foreign Exchange Earnings and Outgo pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

Particulars of Employees:

During the year under review, none of the employees of the Company, whether employed for the whole year or part thereof, was in receipt of remuneration aggregating to or in excess of the limits specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, and hence, no particulars of employees are required to be furnished in connection with the said Rules.

Acknowledgements:

The Board wishes to place on record its sincere appreciation for the continuous support received from Shareholders, Customers, Suppliers, Bankers, Statutory Authorities and all other business associates. The Board also takes this opportunity to thank the employees at all levels for their hard work, commitment and invaluable contribution to the Company's operations.

For and on behalf of the Board

Rushabh Shah
Chairman & Managing Director

Dated: 11th August 2011
Place: Mumbai