

20TH ANNUAL REPORT

2013-2014

AADI INDUSTRIES LIMITED

20th Annual General Meeting

Day and Date : Saturday, 27th September 2014

Venue : 320/7, Siddhivinayak Co-operative Housing
Society, Hingwala Lane, Pant Nagar,
Ghatkopar (East), Mumbai – 400 075

Time : 11.00.a.m

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Rushabh Shah	Chairman & Managing Director
Mr. Sadanand Kotnis	Non Executive Independent Director
Ms. Kavita Jamsutkar	Non Executive Independent Director
Mr. Menino Francis Dias	Non Executive Independent Director

AUDITORS

M/s. K. S. Subramanyam & Co.
Chartered Accountant
Mumbai

BANKERS

Dena Bank

REGISTERED OFFICE

320/7, Siddhivinayak Society,
Hingwala Lane, Pant Nagar,
Ghatkoper (East), Mumbai – 400 075
Email : aadi.industries@hotmail.com
Website : www.aadiindustries.com
Phone: 022-25012768

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynemics (India) Private Limited
Luthra Industial 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 Twentieth Annual General Meeting of the Members of Aadi Industries Limited will be held on Saturday, 27th September, 2014 at 11.00 A.M. at 320/7, Siddhivinayak Co-operative Housing Society, Hingwala Lane, Pant Nagar, Ghatkopar (East), Mumbai – 400 075 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rushabh Shah (DIN: 01944390), who retires by rotation and is eligible, for re-appointment.
3. To appoint M/s. K. S. Subramanyam & Co., Chartered Accountants (Firm Registration No. 018630) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this meeting until the conclusion of the 25th Annual General Meeting subject to ratification of their appointment by the Shareholders of the Company at every Annual General Meeting during the said tenure of five years and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sadanand Kotnis (DIN 05230970), Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director along with requisite deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years up to September 26, 2019.”

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Kavita Jamsutkar (DIN 06914893), who was appointed as an Additional Director pursuant to the provision 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 from a member proposing his candidature for the office of Director along with requisite deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years up to September 26, 2019."

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

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company to mortgage, pledge, hypothecate or charge, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, for securing the borrowings of the Company to be availed by way of loan (Term loans/Working Capital facilities), together with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses, however the aggregate value of which shall not exceed Rs. 100 Crores at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers and Agreements as may be required and to take all necessary steps and do all necessary things in this regard in order to comply with all the legal and procedural formalities and further to authorize any of Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit."

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time all such sum(s) of money in such manner as may be deemed necessary and prudent for the purposes of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) at any time shall not exceed Rs. 100 Crores

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit. ”

By the order of the Board,

Sd/-

Rushabh Shah

Chairman & Managing Director

Date: 1st September, 2014

Place: Mumbai

REGISTERED OFFICE

320/7, Siddhivinayak Society,
Hingwala Lane, Pant Nagar,
Ghatkopar (East), Mumbai- 400075

Phone: 022-25012768

E-mail: aadi.industries@hotmail.com

NOTES:

[a] The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 7 as set out above and the relevant details in respect of Item No. 2, 4 and 5 as set out above, for appointment of Director, pursuant to Clause 49 of the Listing Agreement with BSE Limited, are annexed hereto.

[b] 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 of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 for any other person or shareholder.

[c] The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 20th September, 2014 to Saturday, 27th September, 2014 (both days inclusive).

[d] Members desiring any information as regards the Accounts of the Company are requested to address their queries to the Registered Office of the Company at least seven days before the date of the meeting, so as to enable the Management to keep the information ready at the time of the meeting.

[e] Members are requested to:

- i) Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
- ii) Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change of address. Where the shares are held in electronic form/ dematerialized form, then such change is to be conveyed to the Depository Participant (DP) and not to the Company / R & TA.
- iii) Quote Registered Folio Number or DP ID/ Client ID in all the correspondence,

- iv) Approach the R&TA of the Company for consolidation of folios.
- v) Furnish bank account details to the R&TA / Depository Participant to prevent fraudulent encashment of dividend warrants.
- vi) Availing Nomination facility by filling in and forwarding the nomination form to the R&TA, if not already done.
- vii) 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 (East), Mumbai – 400 072 up to the date of book closure.
- viii) Corporate Members are requested to forward a certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting on their behalf.
- ix) In view of the Circular no. 18/2011 dated 29/04/2011 issued by Ministry of Corporate Affairs, as a part of Green Initiatives, the 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.

The instructions for members for voting electronically are as under:-

SECTION A – E - VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN DEMAT FORM		
EVSN	:	
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	:	Select the Electronic Voting Sequence Number – "EVSN" along with "AADI INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
Step 4	:	Fill up the Following details in the appropriate boxes (also refer Section C (V) , below)
User – ID	:	a) For account holders in CDSL : Your 16 digit beneficiary ID b) For account holders in NSDL : Your 8 characters DP ID and followed

		by 8 digits Client ID
Character Displayed	:	Please enter the 'Character Displayed' in the Box provided for the same and click login.
PAN	:	<p>Enter your 10 digits alpha -numeric PAN issued by the Income Tax Department. Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use default value in PAN filed as mentioned in the example for e-voting attached with the 20th Annual Report.</p> <p>Use the first two letters of your name and the last 8 digits of the demat a/c/ folio no. in the PAN field</p> <p>In case the folio No. is less than 8 digits enter the applicable number of 0's (Zero) 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.</p>
DOB*	:	Enter the date of birth recorded in the Demat Account or registered with the Company for the Demat Account in DD/MM/YYYY format
DIVIDEND BANK DETAILS*	:	Enter your dividend bank details (Account Number) recorded in the Demat Account or registered with the Company for the Demat Account. In absence of Bank Details, you may enter number of shares held by you as on Cut – Off Date i.e. 12 th September, 2014
* Any one of the details DOB or DIVIDEND BANK DETAILS or NUMBER OF SHARES held by you should be entered for logging in to the account.		
Step 5	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 6	:	Shareholders holding shares in Demat form will now reach " Password Creation " menu wherein, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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. Its is strongly recommended not to share password with any other person and take utmost care to keep your password confidential. Please also refer to Section C (V)
Step 7	:	Click on the relevant EVSN on which you choose to vote.
Step 8	:	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 9	:	Click on Resolution File link if you wish to view the Notice
Step 10	:	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 11	:	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify you vote.

SECTION B – E-VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

EVSN	:	
Step 1	:	Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
Step 2	:	Now Click on "Shareholders" to cast your vote(s)
Step 3	:	Now, select the Electronic Voting Sequence Number "EVSN" along with "AADI INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
Step 4	:	Now fill the Following details in the appropriate boxes
USER ID	:	Folio Number registered with the Company
Character Displayed	:	Please enter the ' Character Displayed' in the BOX provided for the same and click on login.
PAN	:	<p>Enter your 10 digits alpha-numeric PAN issued by Income Tax Department.</p> <p>Shareholders who have not updated their PAN with the Company / Depository Participant are required to use default value in PAN field as mentioned in the example for e-voting ' attached with 20th Annual Report</p> <p>Use the first two letters of your name and the last 8 digits of the demat a/c/ folio no. in the PAN field</p> <p>In case the folio No. is less than 8 digits enter the applicable number of 0's (Zero) 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.</p>
DOB*	:	Enter date of birth recorded in the folio under which you are going to vote in DD/MM/YYYY format.