

ACME RESOURCES LIMITED

31ST Annual Report 2015 – 2016



ACME RESOURCES LIMITED

31st Annual Report 2015 - 2016

BOARD OF DIRECTORS

Shri Sharad Saluja, Chairman & Managing Director
Shri Kuldeep Saluja
Shri Balbinder Singh
Mrs. Neeti Agrawal

COMPANY SECRETARY

Shri Amitava Das

STATUTORY AUDITORS

T R Chadha & Co LLP
Chartered Accountants

BANKERS

HDFC Bank Ltd.
State Bank of India
Punjab National Bank

REGISTERED OFFICE

1st Floor, 166, Cotton Street
Post Bada Bazar
Kolkatta (W.B.) - 700007
Phone: (033) 22583274
Fax: 91-33 22583275
Email: acmeresources@gmail.com
Website: www.acmeresources.in

CORPORATE OFFICE

77, Ground Floor
Dipni Appartment, Pitampura
New Delhi - 110034
Phone: (011) 27026766
Fax: 91-11 47008010
Email: acmeresources@gmail.com
Website: www.acmeresources.in

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd floor
Kolkata - 700001

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **ACME RESOURCES LIMITED** will be held at 166, 1st Floor, Cotton Street, Post Bada Bazar, Kolkata – 700007 on Friday, the 30th day of September 2016 at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2016 together with the Reports of the Directors and Auditors thereon.
2. Ratification of appointment of M/s T R Chadha & Co LLP, Chartered Accountants, as an Statutory Auditors, who shall hold the office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Neeti Agrawal (holding DIN 03230890), who was appointed as an Independent Director of the Company with effect from 03-10-2015 by the Board of Directors and who hold the office only upto the date of the ensuing Annual General Meeting of the company and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Mrs. Neeti Agrawal for the office of Director be and is hereby appointed as an Independent Director of the Company liable to hold office for five consecutive years from the date of appointment.”

Date: 03.09.2016

Place: Kolkata

REGISTERED OFFICE

1st Floor, 166, Cotton Street

Post Bada Bazar,

Kolkata (W.B.) -700007

Phone : (033) 22583274

Fax: 91-33 22583275

Email: acmeresources@gmail.com

Website: www.acmeresources.in

By order of the Board

For ACME RESOURCES LIMITED

AMITAVA DAS

Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote instead of himself/herself and proxy need not be Member of the Company.
2. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, authorising their representative to attend and vote at the Annual General Meeting.
4. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
5. The Explanatory Statement in respect of special business above is annexed hereto and forms part of this notice.
6. Closing of the Register of Member / Share Transfer Register, pursuant to clause 16 of the Listing Agreement and Section 91 of the Companies Act, 2013, read with rules made thereto, for the purpose of ensuing Annual General Meeting of the Company, from Wednesday, September 21, 2016 to Wednesday, September 28, 2016 (both days inclusive).
7. Fixing 3rd September, 2016 as the Cut-Off date (Record date for the purpose of Section 108 of the Companies Act, 2013 read with Rule 20 (3) (vii) of the Companies (Management & Administration) Rules 2014) for the purpose of sending Annual General Meeting notices to the eligible Shareholders for the 31st Annual General Meeting along with the Annual Report of the Company and determining voting rights of members, entitled to participate in the E-voting process with respect to the business to be transacted at the 31st Annual General Meeting. During the E-Voting period (i.e. September 27, 2016 to September 29, 2016, from 10:00 A.M. to 5:00 P.M.), shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date / record date (i.e. 23rd September, 2016), may cast their vote electronically.
8. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited of 6, Mangoe Lane, 2nd floor and Kolkata -700001.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
10. Additional information to be provided under Regulations of the Listing Agreement pertaining to the Directors being appointed/re-appointed, Members are requested to kindly refer Report on Corporate Governance forming part of the Annual Report.
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.

Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DPs) or send an e-mail at mdpldc@yahoo.com to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to Maheshwari Datamatics (P) Limited as mentioned above.

12. Electronic copy of the Notice of the 31st 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 31st 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- (v) For CDSL: 16 digits beneficiary ID,
- (vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245</p> <p>(2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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 resolutions 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
16. The Board of Directors has appointed Mr. A K Labh, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. 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 will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
19. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company and on Depository Participants (DPs) website within two (2) days of passing of the resolutions and would also be communicated to the Kolkatta and Bombay Stock Exchange.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause of the Listing Agreement:

Name of the Director	Mrs. Neeti Agrawal
Date of Birth	15/08/1967
Date of Appointment	03/10/2015
Qualification	M.A.
Expertise inspecific functional area	Good experience and knowledge in Administration and various function levels.
Directorship of other Companies	1. Ojas Suppliers Limited 2. Shyam sunder Vanaspati Limited 3. Eminence India Limited 4. Vardhman Business Ventures Limited
Chairman /Membership in the Committees	No
Shareholding in Equity Shares of the Company and % of holding	No

REGISTERED OFFICE

1st Floor, 166, Cotton Street,
Post Bara Bazar,
Kolkatta (W.B.) -700007
Phone : (033) 22583274
Fax: 91-33 22583275
Email: acmeresources@gmail.com
Website : www.acmeresources.in

By order of the Board
For ACME RESOURCES LIMITED
Amitava Das
Company Secretary.

Form of Proxy

Regd. Folio No

No. of Shares held.....

DP ID No

Client ID No

I/We.....of.....being a member/members of
Acme Resources Limited hereby appoint Mr./Ms.....of.....
.....or failing him Mr/Ms.....of.....as
my/our proxy to vote for me/us on my/our behalf at the 31st Annual General Meeting of the company to be held at 1st
Floor, 166, Cotton Street, Post Bada Bazar, Kolkata - 700007 on Friday, the 30th day of September 2016 at 11.00 A.M. and
at any adjournment thereof.

Signed thisday of..... 2016

Signature of member.....

Note: Proxies in order to be valid must be duly filled in, stamped, signed and deposited at the Registered Office of the
company not less than 48 hours before the time of commencement of the meeting.

Affix

Revenue

Stamp

ATTENDANCE SLIP

I hereby record my presence at the 31st Annual General Meeting of the Company to be held at 1st Floor, 166, Cotton
Street, Post Bada Bazar, Kolkata - 700007 on Friday, the 30th day of September 2016 at 11.00 A.M.

Full Name of the Member (in BLOCK LETTERS).....

Regd. Folio No.

DP ID

Client ID.....

No. of Shares held.....

Full Name of the Proxy (in BLOCK LETTERS).....

Member's/ Proxy's Signature.....

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall. Members are requested to
bring their copy of the Annual Report to the meeting.

DIRECTORS' REPORT

1. FINANCIAL HIGHLIGHTS

The working results of the Company for the year under review are given below: -

Particulars	Year ended	Year ended
	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Profit / (Loss) before tax	1,29,91,760	10,88,98,688
Provision for Taxation - Current Tax	42,00,000	3,85,46,000
- Deferred tax	9,31,976	(31,34,308)
- Wealth tax	Nil	Nil
Profit / (Loss) After Tax	78,59,784	7,34,86,996
Less : Income tax paid for earlier years	20,96,703	22,45,095
Transfer to Statutory Reserve Fund	11,52,616	1,42,48,380
Balance brought forward from previous year	32,33,90,686	26,63,97,165
Balance carried to Balance Sheet	46,10,465	5,69,93,521

2. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of financial year to which these financial statements relate and date of this Report.

3. DIVIDEND

To conserve the resources of the Company for future expansion, the Board has decided not to recommend any dividend for the year under review.

4. PERFORMANCE REVIEW

The profit of the company during the current year shows decrease as comparison to previous year. Your Directors are making all efforts to further improve the performance of the company in future.

5. CONSOLIDATED FINANCIAL STATEMENTS

The Company has three subsidiary companies, M/s Atul Agro Private Limited and M/s OJAS Suppliers Limited & Vardhman Business Ventures Limited for consolidation purposes. As per the provisions of Regulations of the Listing Agreement, M/s Atul Agro Private Limited was not a material non-listed subsidiary company for the financial year 2015-16 and hence the provisions of this clause did not apply. OJAS Suppliers Limited was a material non-listed subsidiary company for the financial year 2015-16 and the provisions of this clause were duly complied.

Your Directors take pleasure in attaching the Consolidated Financial Statements pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard. The Auditors' Report to the Shareholders thereupon does not contain any qualification.

- Total Income increased by 13.39 % from Rs. 3109.58 lacs in Financial Year 2014-15 to Rs. 3525.93 lacs in Financial Year 2015-16.
- Profit Before Tax (PBT) decreased by 63.46 % from Rs. 1559.36 lacs in Financial Year 2014-15 to Rs. 569.55 lacs in Financial Year 2015-16.
- Profit After Tax (PAT) decreased by 71.59 % from Rs. 1062.52 lacs in Financial Year 2014-15 to Rs. 301.75 lacs in Financial Year 2015-16.

6. FIXED DEPOSITS

The Company has not accepted any deposits during the year under review and it continues to be a Non-deposit taking Non-Banking Financial Company in conformity the guidelines of the Reserve Bank of India and Companies (Acceptance of Deposits) Rules, 2014.

7. DIRECTORS

Sh. Vimal Kishore Agrawal retires (15-07-2015) during the year due to personal reason.

Sh. Ajay Kumar Agrawal retires (03-10-2015) during the year due to personal reason.

Ms. Amrita Saluja retires (03-10-2015) during the year due to personal reason.

8. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the financial year ended 31st March 2016 the applicable accounting standards have been followed along with proper explanations relating to material disclosures;
- b) That the Directors have 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 of the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts for the financial year ended 31st March 2016 on a going concern basis.
- e) The Company had followed the internal financial controls laid down by the directors and that such internal financial controls are adequate and were operating effectively.
- f) That the proper systems are in place to ensure compliance of all laws applicable to the Company.

9. AUDITORS' REPORT

The Auditors' Report is unqualified. The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications.

10. AUDITORS

M/s T R Chadha & Co LLP, Chartered Accountants., Auditors of the company, retire at the conclusion of the forthcoming Annual General Meeting and proposed to ratify the re-appoint M/s T R Chadha & Co LLP, Chartered Accountants to hold the office as auditors till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of directors of the company. The Company has received a certificate from the statutory auditors to the effect that their appointment; if made, would be within the limit prescribed under section 139 & 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review certificate as prescribed under clause 41 (1) (h) of the Listing Agreement. Members are requested to consider their re-appointment.

11. EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:
 1. The Company has not paid any remuneration including Sitting fees to Non-executive Directors. Therefore the ratio to median remuneration is not applicable for Non-executive directors.

Executive Directors/KMP	Ratio to Median Remuneration	% increase in remuneration in the financial year	Comparison of the Remuneration of the KMP against the performance of the company
Mr. Sharad Saluja - Managing Director	89.36	72 %	Profit before tax decreased by 88.07 % and Profit after tax decreased by 91.91 % in financial year 2015-16
Mr. Vivek Chaturvedi - Chief Financial Officer	2.52	13.90 %	
Mr. Amitava Das - Company Secretary	0.83	50 %	

- ii) The percentage increase in the median remuneration of employees in the financial year: 7 %
- iii) The number of permanent employees on the rolls of company: 6
- iv) The explanation on the relationship between average increase in remuneration and company performance:- The Profit before Tax for the financial year ended March 31, 2016 decreased by 88.07% whereas the increase in median remuneration was 7 %.
- v) The key parameters for the variable component of remuneration availed by the Managing directors is as per the remuneration policy for directors and further approved by Central Government. Key managerial personnel and other employees, recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- vi) The particulars of employees required under section 197(12) of the Companies Act, 2013 read with Rules 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not furnished as there is no employee in receipt of remuneration more than the prescribed limit.

The Board of Directors wish to express its appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. The information required under the Companies Act, 2013, and the Rules made there under, is provided as below:

Details of remuneration paid/payable to Directors for the year ended March 31, 2016:

(In Rs.)

Name of the Director	Designation	Salary & Perquisites*	Total
Mr. Sharad Saluja	Managing Director	Rs. 1,29,00,000	Rs. 1,29,00,000

*approved from the Central Government.