


**ADINATH EXIM RESOURCES LIMITED**

**13th Annual Report  
2006-2007**



For, ADINATH EXIM RESOURCES LTD.

  
Director

**ADINATH EXIM RESOURCES LIMITED****Annual Report****NOTICE**

NOTICE is hereby given that the THIRTEENTH ANNUAL GENERAL MEETING of the members of Adinath Exim Resources Limited will be held on Saturday, the 29th of September, 2007 at 10.00 A.M at 1, Super Bazar, Naranpura Cross Roads, Naranpura, Ahmedabad-380 013, for transacting the following business :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007 and Profit and Loss Account for the year ended on that date together with the Report of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Jigar Shah who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Hitesh Vanvari who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Shailesh C. Parekh & Co., Chartered Accountants, as Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

**BY ORDER OF THE BOARD OF DIRECTORS**

Place: Ahmedabad

Paras Savla

Date: 25.08.2007

Chairman

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Book of the company will remain closed from 25th September 2007 to 29th September 2007 (both day inclusive).
3. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the company i.e. Magnum Limited, 3rd Floor, Smit Complex, Choice Lane, off. C.G Road, Navrangpura, Ahmedabad-380009 change, if any, in their registered address along with pin code. Members holding shares in electronic form may update such details with their respective Depository Participant.
4. Members are requested to notify immediately the change, if any, in their registered address.

**BY ORDER OF THE BOARD OF DIRECTORS**

Place: Ahmedabad

Paras Savla

Date: 25.08.2007

Chairman

## ADINATH EXIM RESOURCES LIMITED

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## DIRECTORS REPORT

To,  
The Members  
Adinath Exim Resources Limited  
Ahmedabad

Your Directors are pleased to present the 13th Annual Report of your Company together with the Audited Statement of accounts for the year ended on 31st March, 2007.

**FINANCIAL RESULTS**

	2006-07 (Rs. in Lacs)	2005-2006 (Rs. in Lacs)
Total Income	196.22	96.61
Expenditure	167.71	6.41
Profit Before Interest and Depreciation	28.51	90.2
Less: Depreciation	0.57	0.40
Profit Before Interest	27.94	89.8
Less: Interest	0.007	0.004
Profit Before Tax	27.94	89.80
Less: Provision for: Current Taxation	3.63	8.84
Deferred Taxation	(0.00)	0.00
Profit after Taxation	24.31	80.96

**PERFORMANCE**

During the period under review the Company has earned Gross Income of Rs. 196.22 Lacs and earned Net Profit of Rs. 24.31 lacs compared to total income of Rs.96.60 Lacs and Net Profit of Rs. 80.96 Lacs in the previous year. The Company expects to perform better in the current year.

**DIVIDEND**

In the view of marginal profit during the year under review. Your Directors do not recommend any dividend on equity shares for the year ended 31st March, 2007.

**MANAGEMENT DISCUSSION AND ANALYSIS**

A report on Management Discussion and Analysis (MDA), which form part of this report, inter alia, deals adequately with the operation as also current and future outlook of the company.

**CORPORATE GOVERNANCE**

As per Clause 49 of the Listing Agreement, the Corporate Governance Report and Auditors' certificate in respect thereof form part to this report.

**DIRECTORS**

Pursuant to provisions of Section 256 of the Companies Act, 1956 Mr Jiger Shah and Mr. Hitesh Vanvari retire by rotation and being eligible offers themselves for re-appointment.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of the Annual Accounts, all the applicable accounting Standards have been followed
- That the Accounting Policies are adopted and consistently followed and the judgments and estimates made are 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 for the Financial Year

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iii) That the Directors have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing/detecting fraud and irregularities

iv) That the Directors have prepared the Annual Accounts on going concern basis.

**AUDITORS**

The present Auditors of the Company M/s. Shailesh C. Parikh & Co., Chartered Accountants, Ahmedabad will retire at the ensuing Annual General Meeting of the Company. They have submitted Certificate for their eligibility for re-appointment under Section 224(1-B) of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES**

There is no employee drawing remuneration for which information is required to be submitted under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The Company is not required to give information relating to conservation of energy and technology absorption as the Company is not engaged in any activities referred to in Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

**FOREIGN EXCHANGE EARNINGS / OUTGO:**

The Company does not have any Foreign exchange earnings / outgo during the year under review and therefore the information in respect of Foreign Exchange Earnings and Outgo as required by Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not provided.

**PUBLIC DEPOSIT**

During the year under review your Company has not accepted any deposits from the public.

**ACKNOWLEDGEMENT**

Your Directors are pleased to take opportunity to express sincere gratitude for assistance and continued co-operation extended by Promoters, Banks, Government Authorities, Shareholders and employees of the Company.

For and on behalf of the Board  
For Adinath Exim Resources Limited

Place: Ahmedabad  
Date: 25.08.2007

Paras Savla  
Chairman

## ADINATH EXIM RESOURCES LIMITED

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## CORPORATE GOVERNANCE REPORT

Pursuant to clause 49 of Listing Agreement your directors present below a complete report on corporate governance:

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole. Your Company is committed to good Corporate Governance and has adhered to the prescribed standards. The Company's philosophy on code of Governance is aimed at efficient conduct of business in compliance with the prescribed Acts and Rules on Corporate Governance.

## CEO/CFO Certificate

In terms of Clause 49 of the Listing Agreement, the certification by the Managing Director & Chairman and Chief Financial Officer on the Financial Statements has been obtained.

## BOARD OF DIRECTORS

As on 31st March, 2007, the Board of Directors comprised of five Directors, the details of which are as follows:

## Composition of Category of Directors

## ATTENDANCE OF EACH DIRECTORS AS BOARD MEETING AND LAST ANNUAL GENERAL MEETING

Sr. No.	Name of Director	Category of Directorship	No. of Board Meeting attended	Attendance at last AGM	Members/ Chairman of other Board Committee	Number of other Directorship held
1.	Manoj Savla	Non- Executive, Non- Independent	8	Yes	NIL	5
2.	Paras Savla	Non- Executive, Non- Independent	8	Yes	NIL	5
3.	Mukesh Savla	Non- Executive, Non- Independent	8	Yes	NIL	NIL
4.	Jigar Shah	Non- Executive, Independent	8	Yes	NIL	NIL
5.	Hitesh Vanvari	Non- Executive, Independent	8	Yes	NIL	NIL

## Number of board meetings held and the date on which held

Eight Board meetings were held during the year and the gap between two Board meetings did not exceeded four months. These meetings were held on 28th April 2006, 20th June 2006, 31st July 2006, 25th August 2006, 13th October 2006, 25th November 2006, 17th January 2007 and 12th March 2007.

## AUDIT COMMITTEE

## Constitution

The current Audit Committee comprises of Mr. Jigar Shah and Mr. Hitesh Vanvari, Non Executive – Independent Directors and Mr. Manoj Savla, Non Executive – Non Independent Director. Mr. Paras Savla, Non Executive Director and the internal auditor shall be the invitee to the meetings of the Audit Committee.

Mr. Jigar Shah, who is a Chartered Accountant, shall in addition to be the Chairman of the Committee shall act as Secretary to the Committee.

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Four Meetings were held during the Financial Year 2006-07 on 31/07/2006, 25/08/2006, 13/10/2006 and 17/01/2007.

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Jigar Shah	Chairman curr Secretary	Non-Executive, Independent	4
Mr. Manoj Savla	Member	Non-Executive, Non-Independent	4
Mr. Paras Savla	Member	Non-Executive, Non-Independent	4
Mr. Mukesh Savla	Member	Non-Executive, Non-Independent	4
Mr. Hitesh Vanvari	Member	Non-Executive, Independent	4

**Brief Description and terms of reference are :**

- Supervision of the Companies Financial Reporting process.
- Reviewing with the Management, the financial result before placing them to the board with a special emphasis on accounting policies and practices, internal controls, compliances with accounting standards and other Legal requirements concerning financial statements.
- Reviewing the adequacy of the audit and compliance function, including their policies, procedures, techniques and other regulatory requirements with the statutory auditors.
- Reviewing the observation of statutory auditors about the finding during the audit of the company.
- Keeping watch on timely payment to shareholders and creditors.
- Reviewing the performance of Statutory Auditors.
- Reviewing the management discussion and analysis of financial condition and result of operations.

**SHAREHOLDERS/INVESTOR GREIVENCE COMMITTEE**

The Board of the Company has constituted a shareholder'/Investors' Grievance Committee, comprising of following Members:

Name	Designation	Catagory	Committee meeting attended
Mr. Jigar Shah	Chairman	Independent & Non-Executive	4
Mr. Manoj Savla	Member	Non-Independent & Non-Executive	4
Mr. Paras Savla	Member	Non-Independent & Non-Executive	4
Mr. Hitesh Vanvari	Member	Independent & Non-Executive	4
Mr. Mukesh Savla	Member	Non-Independent & Non-Executive	4

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressing of shareholders' complaints like transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. the committee note down that during the year all the complaints have disposed timely and up to the satisfaction of the shareholders.

- The Board of Directors constituted shareholders' committee consisting of Mr. Jigar Shah, who is a Chartered Accountant, acts as the Chairman of the committee.
- The Company did not received any complaint during the year under review.
- The name of the Compliance officer is Mr. Anoop Belani.
- There were no pending share transfers as on 25/08/2007 which were received more than one month prior to that date.