

NOTICE

NOTICE is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of the members of Adinath Exim Resources Limited will be held on Thursday, the 30th of September, 2010 at 10.00 A.M at 1, Super Bazar, Naranpura Cross Roads, Ahmedabad -380 013, for transacting the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 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. Manoj Savla who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Shailesh C. Parikh & 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.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION.

“RESOLVED THAT in accordance with the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, Shri Manish Babubhai Joshi, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By Order of Board of Directors

Date : 16.08.2010
Place : Ahmedabad

PARAS SAVLA
Chairman

NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item No. 4 of the Notice is annexed hereto.
2. **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.**
3. The Register of Members and Share Transfer Book of the company will remain closed from Friday, September 24, 2010 to Thursday, September 30, 2010. (both day inclusive).
4. Members are requested to inform any change in their addresses immediately so as to enable the Company or its Registrar and Share Transfer Agent to send communication at their correct addresses.
5. Members are requested to direct all correspondence relating to shares to the Company's Registrar and Transfer Agent i.e. Big Shares Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Andheri (East), Sakinaka, Andheri, Mumbai-400069.

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6. Members / Proxies attending the meeting are requested to complete the enclosed attendance slip and hand over the same at the entrance of the Meeting Hall. Members holding shares in dematerialized form are requested to bring their Client Id and DP Id numbers for easy identification of members attending the meeting.
7. Members / Proxies should bring along with them the Annual Report copy at the time of attending the Meeting.
8. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance so that required information may be made available at the Meeting.

By Order of Board of Directors

Date : 16.08.2010
Place : Ahmedabad

PARAS SAVLA
Chairman

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956 RELATING TO ITEMS OF SPECIAL BUSINESS

ITEM NO. 4

Shri Manish Babubhai Joshi was appointed by the Board as Additional Director with effect from 26th April, 2010. He holds office upto the date of the forthcoming Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing the appointment of Shri Manish Babubhai Joshi as Director of the Company.

Shri Manish Babubhai Joshi is a B.Com graduate and has twenty two years of experience in sales and marketing of petroleum products. The Board is of the view that his association would be of immense value to the Company and hence recommends his appointment in terms of resolution set out in Item No. 4 of the Notice.

Shri Manish Babubhai Joshi does not hold any shares in the Company.

Apart from Manish Babubhai Joshi who would be interested in his appointment, no other Director is concerned or interested in this item of business.

Details of Director Seeking Re-appointment at the Annual General Meeting

(in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Brief Resume and nature of expertise in functional area	List of other Directorship /Committee membership in other Public Companies as on 31 st March, 2009
Manoj Savla	He is a B.Com. Graduate with twenty two years of experience in distributorship of Petroleum Products.	Other Directorships Prabhavati Properties (P) Ltd. Yash Organochem (P) Ltd. Orpat Marketing (P) Ltd. Jay Khodiyar Properties (P) Ltd. Savla Enterprise (P) Ltd. S P Organisers (P) Ltd. Savla Oil and Gas Pvt. Ltd. Committee Membership NIL

DIRECTORS REPORT

To
The Members
Adinath Exim Resources Ltd.

Your Directors have pleasure in presenting the Sixteenth Annual Report together with Audited Statement of Accounts for the Financial Year ended on 31st March, 2010:

FINANCIAL RESULTS:

(Rs. In Lacs)		
Particulars	2009-10	2008-09
Total Income	19.54	15.36
Expenditure	17.17	4.80
Profit Before Interest and Depreciation	2.37	10.56
Less: Depreciation	1.02	1.17
Profit Before Interest	1.35	9.39
Less: Interest	0.00	0.0006
Profit Before Tax	1.35	9.39
Less: Prior Period Expenses	0.65	0.00
Less: Provision for: Current Taxation	0.88	1.56
Deferred Taxation	0.00	0.00
Profit after Taxation	(0.18)	7.84

During the period under review the Company has earned Gross Income of Rs. 19.54 lacs and incurred Net loss of Rs. 0.18 lacs compared to total income of Rs. 15.36 Lacs and Net Profit of Rs. 7.83 Lacs in the previous year.

DIVIDEND

In the view of net loss during the year under review, your directors do not recommend any dividend on equity shares for the year ended 31st March, 2010.

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, a detailed report on Corporate Governance duly certified by the auditors forms part to this report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association, Mr. Manoj Savla being longest in office retire by rotation and being eligible offers himself for re-appointment.

Manish Babubhai Joshi was appointed by the Board as Additional Director with effect from April 26, 2010. He holds office upto the date of the forthcoming Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. The Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing the appointment of Shri Manish Babubhai Joshi as Director of the Company.

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:

- i) That in the preparation of the Annual Accounts, all the applicable accounting Standards have been followed.
- ii) 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.
- 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.

HUMAN RESOURCES

The Company's most valuable asset and strength, its human resource is built up over the period of time. The Company is continuously facilitating their assessment procedure to progress rapidly as an organization. The Company's employee relations were harmonious during the period under review.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the contribution and commitment displayed by its employees.

By Order of Board of Directors

Date : 16.08.2010
Place : Ahmedabad

PARAS SAVLA
Chairman

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

Your Company believes good governance is critical to sustaining corporate development, increasing productivity and competitiveness. The governance process should ensure that the available resources are utilized in a manner that meets the aspirations of all its stakeholders. Your Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis. The Company has and will always focus on long term value creation for all its shareholders, employees, customers, creditors and regulatory bodies.

A report on the implementation of the Corporate Governance requirements stipulated by Clause 49 of the Listing Agreement by the Company is furnished herewith.

CEO/CFO Certificate

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

BOARD OF DIRECTORS

As on 31st March, 2010, the Board of Directors comprised of four Directors, the details of which are as follows:

Composition and Category of Directors

Name of Directors	Category of Directorship	No. of Board meeting attended	Attendance at last AGM	Member/ Chairman of other Board Committee	Number of other Directorship held
Manoj Savla	ED (NI)	12	Yes	NIL	7
Paras Savla	NED (NI)	12	Yes	NIL	8
Shetal A. Shah	NED (I)	12	Yes	NIL	NIL
Hitesh Vanvari	NED (I)	12	Yes	NIL	NIL

a) NED (NI) – Non Executive Director (Non Independent)

b) NED (I) – Non Executive Director (Independent)

Number of Board meetings held and the date on which held

Twelve Board meetings were held during the year and the gap between two Board meetings did not exceed four months.

17-04-2009	15-06-2009	21-07-2009	31-07-2009
03-08-2009	24-09-2009	15-10-2009	26-10-2009
30-12-2009	15-01-2010	18-02-2010	25-03-2010

AUDIT COMMITTEE

Composition

The current Audit Committee comprises of Mr. Hitesh Vanvari (Non-Executive, Independent Director), Mr. Shetal Shah (Non-Executive, Independent Director) and Mr. Paras Savla (Non Executive, Non Independent Director) and the internal auditor shall be the invitee to the meetings of the Audit Committee.

Mr. Hitesh Vanvari shall act as Chairman of the Committee.

Members and attendance during the year :

As on March 31, 2010 the Audit Committee consisted of the following members details of which are provided below:

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Hitesh Vanvari	Chairman	NED (I)	4
Mr. Shetal Shah	Member	NED (I)	4
Mr. Paras Savla	Member	NED (NI)	4

- a) NED (NI) – Non Executive Director (Non Independent)
- b) NED (I) – Non Executive Director (Independent)

Number of Meetings

Four meetings of Audit Committee were held during the financial year 2009-10 on the following dates-

Committee Meeting	Date
1	17-04-2009
2	21-07-2009
3	26-10-2009
4	15-01-2010

Brief Description and terms of reference are :

- i) Supervision of the Companies Financial Reporting process.
- ii) 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.
- iii) Reviewing the adequacy of the audit and compliance function, including their policies, procedures, techniques and other regulatory requirements with the statutory auditors.
- iv) Reviewing the observation of statutory auditors about the finding during the audit of the company.
- v) Keeping watch on timely payment to shareholders and creditors.
- vi) Reviewing the performance of Statutory Auditors.
- vii) Reviewing the Management Discussion and Analysis Report on financial condition and result of operations.

SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE

Composition

The current Investor Grievances Committee comprises of Mr. Hitesh Vanvari (Non-Executive, Independent Director), Mr. Shetal Shah (Non-Executive, Independent Director) and Mr. Paras Savla (Non Executive, Non Independent Director).

Mr. Hitesh Vanvari shall act as Chairman of the Committee.

Members and attendance during the year :

As on March 31, 2010, the Shareholders / Investor Grievance Committee consisted of the following members details of which are provided below:

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Hitesh Vanvari	Chairman	NED (I)	4
Mr. Shetal Shah	Member	NED (I)	4
Mr. Paras Savla	Member	NED (NI)	4

- a) NED (NI) – Non Executive Director (Non Independent)
- b) NED (I) – Non Executive Director (Independent)

Number of Meetings

Four meetings of Shareholders / Investor Grievance Committee were held during the financial year 2009-10 on the following dates-

Committee Meeting	Date
1	17-04-2009
2	21-07-2009
3	26-10-2009
4	15-01-2010

Brief Description and terms of reference are :

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. Hitesh Vanvari, acts as the Chairman of the committee.
- The Company did not receive any complaint during the year under review.
- The name of the Compliance officer is Mr. Bharat Suthar.
- There were no pending share transfers as on 16/08/2010 which were received more than one month prior to that date.

GENERAL BODY MEETING

The details of the location and time of the last three Annual General Meeting of the Company:

FINANCIAL YEAR	DATE	TIME	VENUE
2008-09	07-09-2009	10.00 a.m.	1, Super Bazaar, Naranpura Cross Roads, Naranpura, Ahmedabad-380 013
2007-08	30-09-2008	10.00 a.m.	6 th Floor, N.G. Tower, Opp. Fun Republic Cinema, Satellite, Ahmedabad-380 013
2006-07	29-09-2007	10.00 a.m.	1, Super Bazaar, Naranpura Cross Roads, Naranpura, Ahmedabad-380 013

DISCLOSURES

- None of the transactions with any of the related parties were in conflict with the interest of the Company.
- The Company has paid penalty of Rs. 2,40,000/- to Bombay Stock Exchange(BSE) and Rs. 72,375/- to Delhi Stock Exchange (DSE) towards revocation of suspension in trading of shares at respective stock exchanges.
- The Company has complied with all the mandatory requirements and the non -mandatory requirements.
- The Company has complied with all the mandatory requirement of Clause 49 of the Listing Agreement.

MEANS OF COMMUNICATION

- Management Discussion and Analysis Report is a part of the Directors Report.
- The Company is having its website.
- The Quarterly, Half Yearly and Annual Results are published in widely circulated national dailies in English and Gujarati. The same were sent to the Stock Exchange.

SHAREHOLDERS INFORMATION**Annual General Meeting**

Day, Date & Time : Thursday, September 30, 2010 at 10.00 a.m.

Venue : 1, Super Bazar, Naranpura Cross Roads, Naranpura, Ahmedabad-380 013

Financial Calendar

- Financial reporting for quarter ending June 30, 2010 : On or before 31st July, 2010
- Financial reporting for the quarter ending September 30, 2010 : On or before 31st October, 2010
- Financial reporting for the quarter ending December 31, 2010 : On or before 31st January, 2011
- Financial reporting for the quarter ending March 31, 2011 : On or before 30th April, 2011

Date of Book Closure: September 24, 2010 to September 30, 2010 (both days inclusive).

Listing on Stock Exchange

The equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and Delhi Stock Exchange (DSE). Annual Listing Fees as prescribed have been paid to the Stock Exchange for the year 2010-11.

Stock Code: Bombay Stock Exchange Ltd. – 532056
ISIN for NSDL & CDSL – INE398H01015

Suspension in trading of shares of company at Bombay Stock Exchange Limited was revoked with effect from 14th January, 2010.

Delisting from Ahmedabad Stock Exchange

The equity shares of the Company were voluntarily delisted from the Ahmedabad Stock Exchange Limited (ASE) with effect from 9th March, 2010.

Registrar and Share Transfer Agents

For the lodgment of transfer deeds and other documents or for any grievances / complaints, investors may contact the Companies Registrar and Transfer Agent at the following address:

Bigshare Services Pvt. Ltd.

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka. Andheri(E), Mumbai - 400 072.

Tel: 91-22-2847 0652 | 40430200| 2847 0653

Fax: 91-22-2847 5207

E-mail : investor@bigshareonline.com

Distribution of shareholding as on March 31, 2010.

No. of Shares	No. of Holders	No. of Shares	Total No. of the Holders %	Total No. of Shares. %
1 to 500	1957	634700	88.27	15.47
501 to 1000	185	119700	8.34	2.92
1001 to 2000	24	39600	1.08	0.96
2001 to 3000	6	14100	0.27	0.34
3001 to 4000	4	15200	0.18	0.37
4001 to 5000	3	13700	0.14	0.33
5001 to 10000	13	93300	0.59	2.27
10001 and above.	25	3173800	1.13	77.33
Total	2217	4104100	100.00	100.00

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Shareholding Pattern as on March 31, 2010

Sr. No.	Category	No. of Shares held	% of Shareholding
01.	Promoters	24,25,100	59.09
02.	Mutual Fund	2,50,000	6.09
03.	Banks, Financial Institutions., Institutional Companies (Central/State Govt. Institution, Non-Government Institution)	NIL	NIL
04.	Foreign Institutional Investors	NIL	NIL
05.	Private Corporate Bodies	49,600	1.21
06.	Indian Public	13,79,400	33.61
07.	NRIs/OCB	NIL	NIL
08.	GDR	NIL	NIL
09.	Clearing Member	NIL	NIL
	TOTAL	41,04,100	100 %

Address for correspondence

The Shareholders may address their communication / grievances at the following address:

The Compliance Officer

Adinath Exim Resources Limited

6th Floor, Astron Tower, Opposite Fun Republic Cinema, S.G Highway, Ahmedabad-380015.

By Order of Board of Directors

Date : 16.08.2010

Place : Ahmedabad

PARAS SAVLA

Chairman

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

We have examined the compliance of conditions of Corporate Governance by Adinath Exim Resources Ltd. for the year ended 31st March, 2010, as stipulated in clause 49 of the Listing agreement of the said Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of Management. Our Examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Shailesh C. Parikh & Co.

Chartered Accountants

Date : 16.08.2010

Place : Ahmedabad

Shailesh C. Parikh

Proprietor

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRIAL STRUCTURE AND DEVELOPMENT

Non Banking Financial Companies (NBFC's) play a crucial role in broadening access to financial services, enhancing competition and diversification of financial sector. NBFC's are fast emerging as an important segment of Indian financial system. It is an heterogeneous group of institutions (other than commercial and co-operative banks) performing financial intermediation in a variety of ways like accepting deposits, making loans and advances, leasing, hire-purchase, etc. The NBFC sector in India is represented by mix of few large companies with nationwide presence and large number of small and medium sized companies with regional focus. The Reserve Bank of India regulates the operations of NBFC's. In recent years NBFC's are facing strong competition from banks and financial institutions as they are providing funds at lower cost. Hence, NBFC's are under pressure to cut cost and to focus on marketing approach by offering more personalized services. Gradually, they are being recognized as complementary to the banking sector due to their customer-oriented services; simplified procedures; attractive rates of return on deposits; flexibility and timeliness in meeting the credit needs of specified sectors; etc. Entries of strong NBFCs in insurance and banking sector have been some of the major development in this sector.

FINANCIAL PERFORMANCE

(Rs. in Lacs)

	For the FY 2008-09	For the FY 2009-10
TOTAL INCOME	15.36	19.54
EBDITA	10.56	2.37
EBDTA	9.39	1.35
PBT	9.39	1.35
PAT	7.84	(0.18)

The Company is mainly in the business of investment and finance. The Net loss occurred due to loss on sale of mutual fund. The Company had bagged a contract for exploration of Coal Bed Methane(CBM) from Government of India on revenue sharing basis in the Financial year 2008-09. The Project is under process, hence no revenue has been generated till date by this project.

OPPORTUNITY & THREATS

The pace of economic recovery in India is reflective of the transitory impact of the global financial crisis on the Indian economy. India's strong domestic fundamentals are expected to remain operative over the long term, with the twin drivers of assumption and investment supporting sustained high growth for the economy. Over the next year, while economic recovery is expected to strengthen and assume a broad – based nature, the management of inflation expectations, the pace of withdrawal of stimulus measures and the management of systemic liquidity in view of the large government borrowing programme and the impact of volatile global markets on capital flows will be key factors impacting the economy and financial markets.

Political stability always has a direct co-relation with the investment environment of any economy. The stability of government has presented an optimistic scenario for the Indian business, economy and capital market. The continuous demands for experienced and skilled human capital is one of the major challenges faced by any financial firm. Volatility in the capital market, can adversely affect the investment decision.

RISK AND CONCERNS

Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risk and credit risks. The Company will manage this risk by risk management practices. The Company especially focuses on improving sensitivity to assessment of risks and improving methods of computation of risk weights and capital charges. The risk assessment and mitigation procedures are reviewed by the Board periodically. The Company has a comprehensive risk management framework.

INTERNAL CONTROL SYSTEM

The company has adequate internal control system commensurate with its size and nature of business and suitable internal control procedures, optimum resource utilization and compliance with the various statutes is ensured.