

ADINATH EXIM RESOURCES LIMITED

**18th Annual Report
2011-2012**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. Paras Savla
Shri. Manoj Savla
Shri. Manish Joshi
Shri. Shetal Shah

AUDITORS

Shailesh C. Parikh & Co.
Chartered Accountants, Ahmedabad.

BANKERS

HDFC Bank

REGISTERED OFFICE

Adinath Exim Resources Limited
6th Floor, N.G. Tower,
Opp. Fun Republic Cinema,
Satellite, Ahmedabad – 380 015.
Phone: (079) 26862076
Fax: (079) 26862078

REGISTRAR & TRANSFER AGENTS

Big Shares Services Private Limited
E-2 & 3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East), Mumbai-400072
Ph. No. (022), 28470652, 40430200

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NOTICE

NOTICE is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the members of Adinath Exim Resources Limited will be held on Saturday, the 29th of September, 2012 at 9:30 A.M at 1, Super Bazaar, 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, 2012 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. Shetal Shah 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.

Date : 31/08/2012
Place : Ahmedabad

By Order of Board of Directors

PARAS SAVLA
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 Monday, 24th September, 2012 to Saturday, 29th September, 2012 (both day inclusive).
3. Members are requested to inform the change in their addresses, if any immediately so as to enable the Company or its Registrar and Share Transfer Agent to send communication at their correct addresses.
4. 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 & 3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East) Mumbai-400 072.
5. 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.
6. Members / Proxies should bring along with them the Annual Report copy at the time of attending the Meeting.
7. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a '**Green Initiative in Corporate Governance**' and allowed companies to send documents to its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

Date : 31/08/2012
Place : Ahmedabad

By Order of Board of Directors

PARAS SAVLA
Chairman

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 Companies as on 31 st March, 2012
Shetal Shah	He is a B. Com. Graduate with more than eight years of experience in sales and marketing activities and business planning.	Other Directorships - NIL Committee Membership - NIL

DIRECTORS REPORT

To,
The Members,
Adinath Exim Resources Ltd.

Your Directors have pleasure in presenting the Eighteenth Annual Report together with Audited Statement of Accounts for the Financial Year ended on 31st March, 2012:

FINANCIAL RESULTS :*(Rs. in Lacs)*

Particulars	2011-12	2010-11
Total Income	27.98	29.91
Expenditure	9.21	7.5
Profit Before Interest and Depreciation	18.77	23.23
Less : Depreciation	0.66	0.82
Profit Before Interest	18.11	22.41
Less : Interest	0	0
Profit Before Tax	18.11	22.41
Less : Prior Period Expenses	0	0
Less : Provision for: Current Taxation	3.77	4
Deferred Taxation	(1404)	0.03
Profit after Taxation	14.34	18.43

The total income of the Company during the year under review is Rs. 27.98 Lacs against Rs. 29.91 Lacs in the previous financial year.

DIVIDEND :

With a view to conserve the financial resources of the Company, your Directors do not recommend any dividend on equity shares for the year ended 31st March, 2012.

MANAGEMENT DISCUSSION AND ANALYSIS :

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

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance Report" is attached to this Annual report. We have obtained a certificate from a Chartered Accountant on our compliances with clause 49 of the listing agreement with Stock Exchange.

DIRECTORS :

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association, Mr. Shetal Shah shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself 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.

- 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 :

M/s. Shailesh C. Parikh & Co., Chartered Accountant, statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received certificate from M/s. Shailesh C. Parikh & Co., chartered Accountant, to the effect that their appointment, if made would within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified from such appointment within the meaning of section 226 of the Companies Act, 1956.

SECRETARIAL COMPLAINT CERTIFICATE :

In accordance with section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate is attached with the report.

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 / EXPENSES :

The Company does not have any Foreign exchange earnings / expenses 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 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 during the year under review.

Date : 31/08/2012
Place : Ahmedabad

For and on behalf of the Board

PARAS SAVLA
Chairman

COMPLIANCE CERTIFICATE

Registration No. of the Company : 04-24300
 Nominal Capital : Rs. 5.50 Crores
 Date of AGM : 29/09/2012

To,
 The Members
ADINATH EXIM RESOURCES LIMITED
 6th Floor, Astron Tower,
 Opp. Fun Republic Cinema,
 Satellite, Ahmedabad – 380 015

I have examined the registers, records, books and papers of M/S. ADINATH EXIM RESOURCES LIMITED as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, on the date as mentioned in the said Annexure 'B'.
3. The Company being Public Limited Company the provisions of Section 3 (i)(iii) of the Companies Act, 1956 are not applicable.
4. The Board of Directors duly met 11 (Eleven) times on 26.04.2011, 29.04.2011, 14.05.2011, 15.07.2011, 05.08.2011, 08.08.2011, 25.08.2011, 01.09.2011, 14.11.2011, 14.02.2012 and 15.03.2012 during the financial year under review in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Register of members was closed from 27/09/2011 to 30/09/2011 during the Financial Year under review.
6. The Annual General Meeting for the financial year ended on 31/03/2011 was held on 30/09/2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year under review.
8. The Company has not advanced any loan to its directors or persons or firms or companies referred to under section 295 of the Companies Act, 1956.
9. The Company has not entered into any contract falling within the purview of section 297 of the Companies Act, 1956 during the year under review.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act during the financial year.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued duplicate share certificate during the financial year under review.
13. (i) Bigshare Services Pvt Ltd, Registrar and Transfer Agent of the company has delivered all the certificates on lodgement thereof for transfer and transmission of securities. There was no allotment of securities during the financial year.
 (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.

- (iv) The Company was not required to comply with the provisions of Section 205C of the Companies Act, 1956 as there was no amount outstanding since its incorporation to the investors of the Company.
- (v) The Company has duly complied with the requirements of Section 217 of the Act.
- 14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Director/Alternate Director and Director to fill casual vacancy during the year under review.
- 15. There was no appointment of Managing Director/ Whole Time Director during the financial year under review.
- 16. The Company has not appointed any sole selling agent during the financial year.
- 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
- 18. The Directors have disclosed their interest in Form No.24AA in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- 19. The Company has not issued any shares/any debentures/ other securities during the financial year.
- 20. The Company has not bought back any securities during the financial year.
- 21. The Company has not redeemed any preference shares/debentures during the year under review.
- 22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
- 23. The Company has not accepted or renewed deposits including unsecured loans falling within the purview of Section 58A during the financial year.
- 24. The Company was not required to obtain consent of the shareholders pursuant to section 293 (1)(d) of the Companies Act, 1956 in respect of the borrowings made by the Company during the financial year under review.
- 25. The Company being registered as Non Banking Financial Company under the Reserve Bank of India Act, 1934 and hence the provisions of section 372A of the Companies Act, 1956 are not applicable.
- 26. The Company has not altered the provision of Memorandum of Association with respect to the situation of the Company's registered office from one state to another during the financial year.
- 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.
- 28. The Company has not altered the provisions of the memorandum with respect to the name of the Company during the financial year.
- 29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the financial year.
- 30. The Company has not altered its Articles of Association during the financial year.
- 31. There was no prosecution initiated against or show cause notices received by the Company.
- 32. The Company has not received any money as security deposit from its employees during the financial year.
- 33. As informed by the Company the provisions of Provident Fund Act, 1971, are not applicable to the Company and during the year under review no amount has been contributed from any employee nor from the employer to the Provident Fund.

Date : 31/08/2012
Place : AHMEDABAD

FOR RAJESH PAREKH & CO.
Company Secretary

RAJESH PAREKH
Proprietor
CP. NO.: 2939

ANNEXURE 'A'**Statutory and Other Registers maintained by the Company :**

1. Registers of Directors u/s 303
2. Registers of Members u/s 154
3. Register of Share Transfer
4. Minutes Book of the Board of Directors Meeting and General Meetings of the Company
5. Register of Director's Shareholding u/s 307
6. Register of Contracts u/s 301
7. Register of Charges u/s 143

ANNEXURE 'B'

Forms and Return as filled by the Company with the Registrar of Companies, Gujarat during the financial year ended on 31/03/2012

Sr. No.	Form No/ Return	Filed under Section	For Financial Year	Date of Filing	Whether Filed Within Prescribed Time	If delay in filing Whether Requisite Additional Fees Paid
1	Balance Sheet	220	2010-11	12/10/2011	YES	N.A.
2	Annual Return	159	2010-11	14/10/2011	YES	N.A.
3	Form 66 (Compliance Certificate)	383A	2010-11	12/10/2011	YES	N.A.

CORPORATE GOVERNANCE REPORT

Pursuant to clause 49 of Listing Agreement, your Directors present below a complete report on corporate governance.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Corporate Governance is a set of systems & practices to ensure that the affairs of the company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholders aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization.

The Company's philosophy on corporate governance is to provide transparent disclosure in all its dealing with all stakeholders, viz., customers, suppliers, lenders, employees etc. and to provide an environment friendly atmosphere. Your company aims at enhancing the value of all its stakeholders and strives hard to achieve the same.

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 :

The current strength of Board of Directors of the Company comprises of 4 directors.

The composition and category of directors :

Name of Directors	Category of Directorship*	No. of attended Board meeting	Attendance at last AGM	Member/Chairman of other Board Committee	Number of other Directorship held
Manoj Savla	ED (NI)	11	Yes	NIL	NIL
Paras Savla	NED (NI)	9	Yes	2 (Member)	2
Shetal A. Shah	NED (I)	11	Yes	NIL	NIL
Manish Joshi	NED (I)	11	Yes	NIL	NIL

* ED (NI) – Executive Director (Non Independent)

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

NED (I) – Non Executive Director (Independent)

**In accordance with clause 49, Memberships/Chairmanships of only the Audit Committee and Investor Grievances Committee in all Public Limited Companies (excluding Adinath Exim Resources Ltd) have been considered

***Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

During the financial year ended 31st March, 2012, 11 (Eleven) meetings of the Board of Directors of company were held on 26.04.2011, 29.04.2011, 14.05.2011, 15.07.2011, 05.08.2011, 08.08.2011, 25.08.2011, 01.09.2011, 14.11.2011, 14.02.2012 and 15.03.2012.

AUDIT COMMITTEE :

The purpose of Audit Committee is to assist the Board of Directors (the "board") in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls which the management and board have established, appointing, retaining and reviewing the performance of statutory auditors and overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements.

Terms of Reference :

The Company has an audit committee as envisaged in the listing agreement. The terms of reference of audit committee broadly are as under :