

ADINATH EXIM RESOURCES LIMITED

**Annual Report
2012-2013**

ADINATH EXIM RESOURCES LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Paras S. Savla
Shri Manoj S. Savla
Shri Manish B. Joshi
Shri Shetal A. Shah

AUDITORS

M/s. Shailesh C. Parikh & Co.

BANKER

HDFC Bank Ltd.

REGISTERED OFFICE

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

REGISTRAR & TRANSFER AGENT

Big Shares Services Private Limited
E-2, Ansa Industrial Estate, Sakivihar Road, Andheri (East),
Sakinaka, Andheri, Mumbai-400069
Ph.No. (022), 28560652, 28560653

C O N T E N T S

Notice of Annual General Meeting	1
Directors' Report	2
Management Discussion and Analysis	4
Compliance Certificate	6
Corporate Governance Report	9
Auditor Certificate on Corporate Governance	13
Independent Auditors Report	15
Balance Sheet	18
Profit & Loss Account	19
Cash Flow Statement	20
Notes forming part of Financial Statements	21

ANNUAL REPORT 2012-13
ADINATH EXIM RESOURCES LIMITED

NOTICE

NOTICE is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the Members of Adinath Exim Resources Limited will be held on Saturday, 21st of September, 2013 at 10:00 A.M at Cellar-4, Super Bazaar, Naranpura Cross Road, 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, 2013 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. Manish Joshi 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 authorise the Board of Directors of the Company to fix their remuneration.

By Order of Board of Directors

Date : 07/08/2013
Place : Ahmedabad

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, 16th September, 2013 to Saturday, 21th September, 2013. (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. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send the proxies which must be supported by a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members / Proxies are requested to bring the Attendance Slip duly filled in.
6. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting, Members are requested to bring their copy of the Annual Report to the Meeting, if they need to refer it.
7. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Where the Equity Shares of the Company are listed, additional information pertaining to Director proposed for re-appointment at the Annual General Meeting is attached hereto.

By Order of Board of Directors

Date : 07/08/2013
Place : Ahmedabad

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 Public Companies as on 31 st March, 2013
Manish Joshi	He is a B.Com. Graduate with more than twenty five years of experience in sales and marketing of petroleum products.	Other Directorships NIL Committee Membership NIL

DIRECTORS' REPORT

To
The Members
Adinath Exim Resources Ltd.

Your Directors have pleasure in presenting the Nineteenth Annual Report together with Audited Statement of Accounts for the Financial Year ended on 31st March, 2013:

FINANCIAL RESULTS:

	(` In Lacs)	
Particulars	2012-13	2011-12
Total Income	28.52	27.98
Expenditure	11.42	9.21
Profit Before Interest and Depreciation	17.10	18.77
Less: Depreciation	0.56	0.66
Profit Before Interest	16.54	18.11
Less: Interest	0	0
Profit Before Tax	16.54	18.11
Less: Prior Period Expenses	0	0
Less: Provision for: Current Taxation	3.37	3.77
Deferred Taxation	715	(1404)
Profit after Taxation	13.17	14.34

The total income of the Company during the year under review is ` 28.52 Lacs against ` 27.98 Lacs in the previous financial year. The total profit of the Company during the year under review is ` 13.17 Lacs against ` 14.34 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, 2013.

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 Exchanges.

DIRECTORS

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association, Mr. Manish Joshi 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:

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

ANNUAL REPORT 2012-13
ADINATH EXIM RESOURCES LIMITED

- 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

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. The proposal for re-appointment is included in the notice of Annual General Meeting sent with.

SECRETARIAL COMPLAINT CERTIFICATE

In accordance with Section 383(A) 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 as amended.

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 received 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.

By Order of Board of Directors

Date : 07/08/2013
Place : Ahmedabad

PARAS SAVLA
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMY:

The Indian Economy has witnessed yet another slowdown in 2012-13 and though recent slowdown is partly rooted in external causes, domestic causes are also important. The strong post-financial crises stimulus led to strong growth in 2009-10 and 2010-11. However, the boost to consumption, coupled with supply side constraints, led to higher inflation. Monetary policy was tightened, even as external headwinds to growth increased. The consequent slowdown, especially in 2012-13, has been across the board, with no sector of the economy unaffected.

However, it is widely believed that India's long term growth story is credible and the Government is taking steps to deal with fiscal issues. Subject to certain pending legislation being passed and structural reforms being carried out as far as investments are concerned, the Indian Economy could get back to exhibiting more robust levels of growth.

FINANCIAL OVERVIEW:

(` in Lacs)

	2012-13	2011-12
TOTAL INCOME	28.52	27.98
EBDITA	17.10	18.77
PBT	16.54	18.11
PAT	13.17	14.34
EPS	0.32	0.35

OPPORTUNITIES AND THREATS:

NBFCs have been playing a very important role both from macro economic prospective and the structure of the Indian Financial System. NBFCs are the perfect or even better alternatives to the conventional Banks for meeting various financial requirements of a business enterprise. They offer quick and efficient services without making one to go through the complex rigmarole of conventional banking formalities. However to survive and to constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. They will have to be very dynamic and constantly endeavor to search for new products and services in order to survive in this ever competitive financial market.

Although NBFCs enjoy considerably lower regulatory overheads, they experience challenges in raising debt, as all NBFCs can't accept public deposits and hence

- NBFCs rely heavily on Commercial Banks and promoters equity for growth.
- Due to high reliance on bank financing the costs of funds for NBFCs tends to be higher. As a result, NBFCs loans carry higher interest than those offered by banks.

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. Managing risk effectively also helps in achieving the desired outcome, while fixing responsibility and accountability. The Company is 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 procedure are reviewed by the Board periodically.

INTERNAL CONTROL SYSTEM:

The Company has an effective internal control system, commensurate with its size and nature to ensure smooth business operation to provide reasonable assurance that all assets are safeguarded and protected from any kind of loss or misuse, transactions are authorized, recorded and reported properly and that all applicable statutes and corporate policies are duly complied with.

HUMAN RESOURCES:

The success of the Company is attributed to the richness of knowledge, ideas and experience of its varied workforce. In order to maintain balance between the number of employees and upcoming business expansion, the Company continues to invest in successfully recruiting and retaining talented employees from a variety of backgrounds.

CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the Company's objective, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Governments policies that may impact the Company's business as well as its ability to implement the strategy.

By Order of Board of Directors

Date : 07.08.2013
Place : Ahmedabad

PARAS SAVLA
Chairman

COMPLIANCE CERTIFICATE

Registration No. of the Company : 04-24300
Nominal Capital : ₹ 5.50 Crores

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, 2013. 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 (1) (iii) of the Companies Act, 1956, are not applicable.
4. The Board of Directors duly met 9 (Nine) times on 13/04/2012, 05/05/2012, 11/08/2012, 31/08/2012, 12/09/2012, 22/09/2012, 09/11/2012, 11/02/2013 and 18/03/2013 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 24/09/2012 to 29/09/2012 during the Financial Year under review.
6. The Annual General Meeting for the financial year ended on 31/03/2012 was held on 29/09/2012 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 under review.
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 during the year under review.
12. The Company has not issued duplicate share certificates during the financial year under review.
13. (i) Bigshare Services Pvt. Ltd., Registrar and Transfer Agent of 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 under review.

ANNUAL REPORT 2012-13
ADINATH EXIM RESOURCES LIMITED

- (ii) The Company was not required to deposit the amount of dividend in a separate Bank Account as no dividend was declared during the previous financial year ended on 31st March, 2012.
 - (iii) The Company was not required to post warrants for dividend to any member of the Company as no dividend was declared during the previous financial year ended on 31st March, 2012.
 - (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 under review.
 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 under review.
 20. The Company has not bought back any securities during the financial year under review.
 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 under review.
 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 provisions of the Memorandum of Association with respect to the situation of the Company's registered office from one State to another during the financial year under review.
 27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the financial year under review.
 28. The Company has not altered the provisions of the memorandum with respect to the name of the Company during the financial year under review.
 29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the financial year under review.
 30. The Company has not altered its Articles of Association during the financial year under review.
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ANNUAL REPORT 2012-13
ADINATH EXIM RESOURCES LIMITED

31. There was no prosecution initiated against or show cause notices received by the Company and no fines and penalties or any other punishment was imposed on the Company for offences under the Act during the financial year under review.
32. The Company has not received any money as security deposit from its employees during the financial year under review.
33. As informed by the Company the provisions of Provident Fund Act, 1971, are not applicable to the Company during the year under review and as such no amount has been contributed from any employee nor from the employer to the Provident Fund.

FOR RAJESH PAREKH & CO.
Company Secretary
RAJESH PAREKH
Proprietor
CP.NO.: 2939
M.NO.: 8073

DATE : 23/05/2013
PLACE : AHMEDABAD

ANNEXURE 'A'

Statutory and Other Registers maintained by the Company :

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

ANNEXURE "B"

Forms and Return as filed by the Company with the Registrar of Companies, Gujarat during the financial year ended on 31/03/2013

SR. NO.	FORM NO./ RETURN	FILED UNDER SECTION	FOR	DATE OF FILING	WHETHER FILED WITHIN PRESCRIBED TIME	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEES PAID
1	Form 23AC/ACA (Balance Sheet)	220	2011-12	02/11/2012	YES	N.A.
2	Form 20B (Annual Return)	159	2011-12	02/11/2012	YES	N.A.
3	Form 66 (Compliance Certificate)	383A	2011-12'	26/10/2012	YES	N.A.
4	Form 23B	224	2012-13	25/10/2012	YES	N.A.