

# ADITYA INTERNATIONAL LIMITED

15<sup>TH</sup> ANNUAL REPORT

2004-2005

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**15<sup>th</sup> Annual General Meeting** : - 30<sup>th</sup> day of September, 2005 at 11.00 a.m. at the  
**Registered Office**, 402 Vyapar Bhavan, 368/70 Narsi Natha Street, Mumbai-400009.

## **C O N T E N T S**

**Board of Directors**

**Notice of Meeting**

**Directors Report**

**Auditors Report**

**Balance Sheet**

**Profit & Loss Account**

**Schedules Forming Part of Accounts**

**Statement pursuant Sec. 212 of The Companies Act**

**Cash Flow Statement**

**Balance Sheet Abstract & Company's General Business Profile (Part - IV)**

**BOARD OF DIRECTORS :**

Shri. Ramsingh M. Agarwal	- Chairman & Managing Director
Shri. Aditya R. Agarwal	- Director
Shri. P.C. Agarwal	- Director

**AUDITORS :**

**B. Maheshwari & Associates**  
Chartered Accountants

**BANKERS :**

Bank of India  
HDFC Bank  
Indian Overseas Bank  
Oriental Bank of Commerce  
State Bank of India

**REGISTERED OFFICE**

402, Vyapar Bhavan,  
368/70 Narsi Natha Street, Mumbai-400009

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## ADITYA INTERNATIONAL LIMITED

## NOTICE

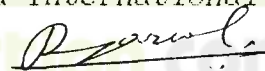
NOTICE is hereby given that the 15th Annual General Meeting of Aditya International Ltd. will be held on 30th Sept., 2005 at 10.00 A.M. at Registered Office of the Company at 402, Vyapar Bhawan, 368/70, N.N. Street, Masjid, Mumbai, Mumbai-400 009 to consider the following business :

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss account for the year ended 31st March, 2005 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon. .
2. To appoint a Director in place of Shri Aditya Agarwal who retire by the rotation and is eligible for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.
4. To declare the dividend, if any.

For Aditya International Ltd.

Place : Mumbai  
Date : 4.9.2005

  
R.M. AGARWAL  
Chairman

## NOTES :

1: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

2: Proxy in order to be effective, must reach before 48 hours of meeting.

**ADITYA INTERNATIONAL LIMITED****DIRECTOR'S REPORT**

At the close of satisfying year, your Directors have pleasure in presenting their Annual Report and Audited Accounts for the period ended 31st March, 2005.

**OPERATION**

During the year under review, the company had turnover of Rs. 548.84 Lacs & has earned net Profit of Rs. 763.20 Lacs which includes other income.

**DIRECTORS**

Shri Aditya Agarwal retire by rotation but being eligible offer's himself for re-appointment.

**AUDITORS**

Your company's auditors M/s D. MAHESHWARI & ASSOCIATES, retire at the conclusion of the forthcoming Annual General Meeting, and have offered themselves for re-appointment.

**DEPOSITS**

The Company has not accepted any deposits from Public and Shareholders during the period under review.

**HUMAN RESOURCES**

The company had no employees drawing remuneration in excess of the limits prescribed by the provisions of section 217 (CA) of the Companies Act, 1956, and as such the particulars of employees required to be furnished under section 217 (CA) read with the Companies (particulars of Employees) Rules 1975, as amended, is not annexed herewith.

**CORPORATE GOVERNANCE**

Pursuant to clause 49 of the listing agreement report on corporate governance is separately given in this report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The directors hereby state:

1) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures therefrom.

2) that the directors had selected such accounting policies and applied them consistently and made judgements & estimates that are reasonable & prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year on 31.03.2005 and of the profit of the company for the year ended on that date;

3) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act and for safeguarding the assets of the company and for preventing and detecting fraud and another irregularities;

4) that the directors had prepared the annual accounts on a going concern basis.

#### **SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without modification(s) as a Special resolution :

"RESOLVED that pursuant to the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, the Company's shares be delisted voluntarily from the Ahmedabad Stock Exchange by complying the requirements of the aforesaid guidelines."

"RESOLVED further that Shri. R.M.Agarwal, Director of the Company be and is hereby authorised to take all necessary actions for delisting of securities voluntarily at Ahmedabad Stock Exchange."

Explanatory Statement pursuant to section 173 (3) of the Companies act, 1956

Item No.4.

As per Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, and there is hardly any trading of Ahmedabad Stock Exchange, the Company now wishes to delist the Securities voluntarily from Ahmedabad Stock Exchange with the approval of shareholders and complying with other conditions as may be specified by the concerned Stock Exchange. The share will continue to be listed at The Stock Exchange, Mumbai which is having nationwide trading terminals. There is arrears of Rs. 70,000/- for last 7 years listing fees payable to the Ahmedabad Stock Exchange.

None of the Directors of the Company is concerned or interested in the said resolution.

#### ACKNOWLEDGMENTS

Your Directors wish to thank the company's bankers, business associates, Government Authorities and employees for their continued support and valuable co-operation.

For And on behalf of the Board of Directors



Ramchand M. Agarwal  
Chairman

Place : Mumbai

Date : 04.09.2005

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ADITYA INTERNATIONAL LTD  
REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy.

The company believes in fair dealings, transparency, professionalism & code of ethics, which are the basic principles of corporate governance.

2. Board of directors.

The board of directors of the company consists of three directors including Chairman & Managing Director Shri. Ramsingh M. Agarwal.

Shri. Aditya Agarwal is liable to retire by rotation and being eligible offers himself for reappointment.

3. Attendance of each director at the board meeting.

During the year four board meetings were held on 31/7/04, 31/10/04, 31/01/05 & 30/04/05. The board was presented with relevant and necessary information. None of the director is a member of more than 10 committees or acting as Chairman of more than 5 committee's across all company's in which he is the director. All three directors were present in all the board meetings and at the Annual General Meeting.

4. Audit committee.

The following directors are the members of the audit committee.

1. Shri. Ramsingh M. Agarwal - Chairman of the meeting
2. Shri. P.C. Agarwal - Director
3. Shri. Aditya R Agarwal - Director

Statutory Auditors, M/s B. Maheshwari & Associates, C.A., attended the meetings of the committee as invitees. The committee met four times during the year 2004-05. The company secretary acts as secretary to the audit committee.

The audit committee held discussions with the statutory auditors on "The Limited Review" of the half yearly accounts, matters relating to compliance of accounting standards, their observations arising from the annual audit of the company's accounts and other related matters.