



**Industries Ltd.**

An ISO 9001 : 2008 Certified Co.

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of M/s Advik Industries Limited will be held on Friday, the 30<sup>th</sup> day of September, 2011 at 4:00 P.M. at the Registered Office of the Company at 205, Shri Ram House, 5398/70, Regarpura, Arya Samaj Road, Karol Bagh, New Delhi – 110005 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2011 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon (along with Compliance Certificate).
2. To appoint a Director in place of Mr. Parveen Kumar Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hemant Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

### Special Business:

5. To Consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Shakul Kumar Agarwal, who was appointed as Additional Director of the Company by the Board of Directors and pursuant to section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General meeting and in respect of whom a Notice under section 257 of the Companies Act, 1956 has been received, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation."

6. To Consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Manju Aggarwal, who was appointed as Additional Director of the Company by the Board of Directors and pursuant to section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General meeting and in respect of whom a Notice under section 257 of the Companies Act, 1956 has been received, be and is

hereby appointed as a Director of the Company who will be liable to retire by rotation."

**7. To Consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 and other applicable provisions, if any, M/s PB & Associates, Company Secretaries, New Delhi, be and are hereby re-appointed for the purpose of issuance of Compliance Certificate, to hold office from the date of this meeting until the conclusion of the next Annual General Meeting of the Company."

**By the order of the Board  
For Advik Industries Limited**

**Date: 20<sup>th</sup> August, 2011  
Place: New Delhi**

*Sd/-*  
**Virendra Kumar Aggarwal**  
Director  
DIN: 00531255

**Notes:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- B. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.**
- C. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.**
- D. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.**
- E. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate the Company, the ledger folio**

of such accounts to enable the Company to consolidate all such shareholdings into one account.

- F.** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11:00 A.M. and 2:00 P.M. up to the date of Annual General Meeting.
- G.** The Register of Beneficial Owners, Register of Member and the Share Transfer Book of the Company shall remain closed from Tuesday the 20<sup>th</sup> September 2011 to Saturday the 24<sup>th</sup> September 2011 (both days inclusive).
- H.** The Explanatory Statement pursuant to Item No. 5, 6 & 7 is annexed herewith.

**Explanatory Statement pursuant to section 173(2) of  
The Companies Act, 1956**

**Item No. 5:**

Mr. Shakul Kumar Agarwal was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 7<sup>th</sup> August 2011. According to the provisions of Section 260 of the Companies Act, 1956, he holds that office upto the date of this meeting. As required by this Section 257 of the Act, a notice has been received from a member signifying his intention to propose his appointment as a Director of the Company, along with a deposit of Rs. 500/-

The Directors are interested in the proposal upto the extent of their shareholding.

**Item No. 6:**

Mrs. Manju Aggarwal was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 7<sup>th</sup> August 2011. According to the provisions of Section 260 of the Companies Act, 1956, she holds that office upto the date of this meeting. As required by this Section 257 of the Act, a notice has been received from a member signifying his intention to propose her appointment as a Director of the Company, along with a deposit of Rs. 500/-

The Directors are interested in the proposal upto the extent of their shareholding.

**Item No. 7:**

In terms of the provisions of section 383A of the Companies Act, 1956, M/s PB & Associates, Company Secretaries were appointed for the purpose of issuance of the Compliance Certificate for the financial year ended 31<sup>st</sup> March, 2012. M/s PB & Associates, Company Secretaries hold office until the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment. Your directors recommend their re-appointment.

None of the directors of the Company is concerned or interested in the proposed resolution.

**By the order of the Board  
For Advik Industries Limited**

**Date: 20<sup>th</sup> August, 2011  
Place: New Delhi**

*Sd/-*  
**Virendra Kumar Aggarwal  
Director  
DIN: 00531255**

## DIRECTORS' REPORT

### Dear Members

Your Directors have pleasure in presenting the 26<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2011.

### Financial Highlights

(Amount in Rs.)

Particulars	Financial Year ended	
	31.03.2011	31.03.2010
Total Income	3,740,043.00	19,632,033.00
Total Expenditure	3,188,842.00	19,450,780.00
Profit before tax	551,201.00	181,253.00
Income Tax	(102,192.00)	(73,995.00)
Profit after Income Tax	449,009.00	107,258.00
Paid-up Share Capital	38,293,600.00	38,293,600.00
Reserves and Surplus (excluding revaluation reserve)	4,416,651.00	4,416,651.00

### Year in Retrospect

During the year under review total income of the Company was Rs. 3,740,043/- as against Rs. Rs. 19,632,033/- in the previous year. The Company was able to earn a marginal net profit (after tax) for the year of Rs. 449,009/- as against profit of Rs. 107,258/- in the previous year. Your Directors are putting in their best efforts to further improve the performance of the Company.

### Postal Ballot

The Company has conducted postal ballot during the financial year ended 31<sup>st</sup> March 2011, the result of which was declared on 19<sup>th</sup> day of January 2011.

Pursuant to the declaration of result of Postal Ballot:

- The Company has passed Special Resolution u/s 21 & 31 of the Companies Act, 1956 for changing the name of the Company from Du-Lite Industries Limited to Advik Industries Limited
- The Company has passed Special Resolution u/s 17 of the Companies Act, 1956 for alteration of Part C of Clause III of the Memorandum of Association of the Company, containing the Other Objects by incorporating the sub-clauses 52 to 55 under the head Other Objects after existing sub-clause no. 51.
- The Company has passed Special Resolution u/s 17 read with Section 149(2A) of the Companies Act, 1956 for adoption and commencement of

new business given under sub clause 52 to 55 under the Clause III of the Memorandum of Association of the Company.

### **Material Changes**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31<sup>st</sup> March, 2011 and the date of this Report.

### **Dividend**

In view of marginal profits earned by the Company, your Directors regret their inability to recommend any dividend.

### **Public Deposits**

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of section 58A of the Companies Act, 1956.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

- a. **Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- b. **Export Activities:** There was no export activity in the Company during the year under review. The Company is not planning any export in the near future as well.
- c. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

### **Particulars of Employees**

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

### **Directors**

After the last Annual General Meeting, Mr. Shakul Kumar Agarwal and Mrs. Manju Aggarwal were appointed as Additional Directors of the Company in Board Meeting held on 7<sup>th</sup> day of August 2011. In terms of the provisions of the Companies Act, 1956, they hold office until the date of the ensuing Annual General Meeting. Their appointment as Ordinary Directors of the Company is

placed before the Members for consideration. The Board recommends the resolution(s) for adoption by the members.

Mr. Rishab Kumar Agarwal and Mr. Udit Mittal resigned from the Board of Directors with effect from 28<sup>th</sup> October 2010. The Board takes this opportunity to place its gratitude for services rendered by them.

Mr. Praveen Kumar Gupta and Mr. Hemant Agarwal, are the directors liable to retire by rotation and being eligible they offer themselves for re-appointment. Your Directors recommend their re-appointment.

### **Auditors**

M/s Satyendra Mrinal & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under section 224(1) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them.

Your Directors recommend their re-appointment.

### **Auditors' Report**

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

### **Secretarial Compliance Certificate**

In terms of the provisions of section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained the necessary Compliance Certificate from M/s PB & Associates, Company Secretaries, New Delhi. The Compliance Certificate is annexed herewith and forms part of this Report. Comments made in the Compliance Certificate are self-explanatory and do not require any further clarification.

### **Listing Information**

The Shares of the Company are listed at Delhi Stock Exchange( DSE). There has been no trading at DSE for last few years. The Listing fees for the financial year 2011- 2012 is to be paid.

### **Dematerialization of Shares**

The Shares of the Company are not held in Dematerialized form.

## **Corporate Governance**

The Company at present is in process of implementation of Corporate Governance Policy.

## **Directors' Responsibility Statement**

In terms of the provisions of section 217(2AA) of the Companies Act, 1956, and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon and to the best of their knowledge and belief, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards had been followed;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2011 and of the profit of the Company for the year ended on that date;
- c. the Directors had 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 and detecting fraud and other irregularities; and
- d. the Directors had prepared the Annual Accounts on a going concern basis.

## **Acknowledgement**

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

**For and on Behalf of the Board**  
**For Advik Industries Limited**

**Date:** 20<sup>th</sup> August, 2011  
**Place:** New Delhi

Sd/-  
**Virendra Kumar Aggarwal**  
**Director**  
**DIN:00531255**

Sd/-  
**Manju Aggarwal**  
**Director**  
**DIN: 00531344**



# **ADVIK INDUSTRIES LIMITED**

## **Report on Corporate Governance**

### **1. Company's Philosophy on Code of Governance**

It has been a constant endeavour on the part of the Company to achieve excellence in Corporate Governance by following the principles of transparency, accountability and integrity in functioning so as to constantly enhance value for all stakeholders and fulfill the social obligations entrusted upon the corporate sector:

The Company has also complied with the requirements of Corporate Governance Code, the disclosure requirements of which are given below:

### **2. The Board of Directors:**

- i. The Chairman of the Company is a non-executive director and the number of independent directors is more than one third of the total strength of the Board.
- ii. The Board of Directors of the Company as on 31<sup>st</sup> March ,2011 are comprised of 3 Directors, whose detailed are as follows:

S. No.	Name of Director	Category	Executive/Non Executive
1.	Mr. Virendra Kumar Aggarwal	Promoter	Non Executive
2.	Mr. Hemant Aggarwal	Independent	Non Executive
3.	Mr. Parveen Kumar Gupta	Independent	Non Executive

- Mr. Rishab Kumar Agarwal who was appointed as Director w.e.f 14.01.2010 and Mr. Udi Mittal who was appointed as Director w.e.f 01.03.2008 has resigned from the post of Directorship w.e.f 28.10.2010.

- iii. The details of committee memberships and chairmanship of various committees held by the directors is as follows:

S. No.	Name of Director	Category	Executive/Non Executive
1.	Mr. Virendra Kumar Aggarwal	Promoter	Non Executive
2.	Mr. Hemant Aggarwal	Independent	Non Executive
3.	Mr. Parveen Kumar Gupta	Independent	Non Executive

- iv. The details of the Board Meeting/s held during the year and attendance thereat are as follows:

S.No.	Date of Board Meeting	Total No. of Directors	No. of Directors attend the meeting
1.	05 <sup>th</sup> April, 2010	5	5
2.	30 <sup>th</sup> April, 2010	5	5
3.	12 <sup>th</sup> June, 2010	5	5
4.	23 <sup>rd</sup> July, 2010	5	5
5.	30 <sup>th</sup> July, 2010	5	5
6.	13 <sup>th</sup> August, 2010	5	5
7.	26 <sup>th</sup> August, 2010	5	5
8.	01 <sup>st</sup> September, 2010	5	5
9.	21 <sup>st</sup> September, 2010	5	5
10.	27 <sup>th</sup> September, 2010	5	5
11.	04 <sup>th</sup> October, 2010	5	5
12.	28 <sup>th</sup> October, 2010	5	5
13.	30 <sup>th</sup> October, 2010	3	3
14.	17 <sup>th</sup> December, 2010	3	3
15.	15 <sup>th</sup> February, 2011	3	3
16.	01 <sup>st</sup> March, 2011	3	3
17.	31 <sup>st</sup> March, 2011	3	3

- Mr. Rishab Kumar Agarwal and Mr. Udi Mittal has resigned from the post of Directorship w.e.f 28.10.2010.

- v. The Board Meetings were held with a gap not exceeding four months between two meetings.

- vi. The details of the Board Meetings attended by each of Director are as follows:

S. No.	Name of Director	No. of Board Meetings held	Total No. Meetings attended
1.	Mr. Virendra Kumar Aggarwal	17	17
2.	Mr. Hemant Aggarwal	17	17
3.	Mr. Parveen Kumar Gupta	17	17
4.	Mr. Rishab Kumar Agarwal	17	12*
5.	Mr. Udi Mittal	17	12*

- Mr. Rishab Kumar Agarwal and Mr. Udi Mittal has resigned from the post of Directorship w.e.f 28.10.2010.

- vii. The last Annual General Meeting held on 30th September 2010 was attended by Mr. Virendra Kumar Aggarwal, Mr. Rishab Kumar Agarwal, Mr. Hemant Aggarwal, Mr. Parveen Kumar Gupta and Mr. Udi Miital.