



Industries Ltd.

An ISO 9001 : 2008 Certified Co.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S ADVIK INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2012 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 31st March 2012 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 Mrs. Manju Aggarwal, who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Shakul Kumar Aggarwal, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-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 Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and the Articles of the Association of the Company; pursuant to the approval of the remuneration committee, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Manju Aggarwal as the Whole Time Director of the Company w.e.f. 1st July 2012, on the monthly remuneration of Rs. 75,000/- p.m., which shall include the monetary value of perquisites, which shall be evaluated as per Income Tax Rules wherever applicable. In the absence of such rules, perquisites shall be evaluated at cost.

However, any payment / re-imbursement made by the Company for telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred by Mrs. Manju Aggarwal in the course of her official duties, shall not be included in the remuneration as perquisites. Some of such payments/ reimbursements shall be as follows:

- a) Car: Provision of Car for use of Company's business purposes. The use of Company's Car for business purposes will not be considered as a perquisite. The Company shall bill the use of car for private purposes.
- b) Telephone: Mobile Phone & provision of telephones at residence will not be considered as a perquisite.
- c) Entertainment expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time.

Mrs. Manju Aggarwal shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling of remuneration as specified above:

- i. contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- ii. gratuity payable as per payment of Gratuity Act, 1972 i.e. at a rate not exceeding half a month's salary for each completed year of service, and
- iii. encashment of leave as per rules of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration or perquisites set out as aforesaid be paid or granted to her as per the ceiling limits in terms of Schedule XIII of the Companies Act, 1956, or any enactments/ amendments thereto.

RESOLVED FURTHER THAT Mr. Virendra Kumar Aggarwal and Mr. Parveen Kumar Gupta, Directors of the Company, be and are hereby jointly and/or severally authorised to file requisite forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such other acts, which are necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 and the

Articles of the Association of the Company; pursuant to the approval of the remuneration committee, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Shakul Kumar Aggarwal as the Whole Time Director of the Company w.e.f. 1st July 2012, on the monthly remuneration of Rs. 75,000/- p.m., which shall include the monetary value of perquisites, which shall be evaluated as per Income Tax Rules wherever applicable. In the absence of such rules, perquisites shall be evaluated at cost.

However, any payment / re-imbursement made by the Company for telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred by Mr. Shakul Kumar Aggarwal in the course of his official duties, shall not be included in the remuneration as perquisites. Some of such payments/ reimbursements shall be as follows:

- a) Car: Provision of Car for use of Company's business purposes. The use of Company's Car for business purposes will not be considered as a perquisite. The Company shall bill the use of car for private purposes.
- b) Telephone: Mobile Phone & provision of telephones at residence will not be considered as a perquisite.
- c) Entertainment expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time.

Mr. Shakul Kumar Aggarwal shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling of remuneration as specified above:

- i. contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- ii. gratuity payable as per payment of Gratuity Act, 1972 i.e. at a rate not exceeding half a month's salary for each completed year of service, and
- iii. encashment of leave as per rules of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration or perquisites set out as aforesaid be paid or granted to her as per the ceiling limits in terms of Schedule XIII of the Companies Act, 1956, or any enactments/ amendments thereto.

RESOLVED FURTHER THAT Mr. Virendra Kumar Aggarwal and Mr. Parveen Kumar Gupta, Directors of the Company, be and are hereby jointly and/or severally authorised to file requisite forms with

the Registrar of Companies, NCT of Delhi & Haryana and to do all such other acts, which are necessary to give effect to this resolution.”

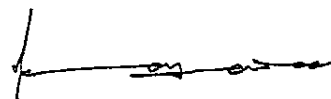
7. To Consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorised to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, in excess of the aggregate of the paid up share capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business) on such terms and conditions as to interest, repayment, security or otherwise as the Board may think fit in the overall interest of the Company provided that the total sum outstanding at any time (including the sum outstanding at present, if any,) will not exceed Rs. 100 Crores.

8. 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**



**Virendra Kumar Aggarwal
Director
DIN: 00531255**

**Date: 4th September, 2012
Place: New Delhi**

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 A.M. and 2 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 Thursday the 20th September 2012 to Saturday the 22nd September 2012 (both days inclusive).
- H.** The Explanatory Statement pursuant to Item No. 5 to 8 is annexed herewith.

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

Item No. 5 & 6:

Mrs. Manju Aggarwal and Mr. Shakul Kumar Aggarwal were appointed as the Directors on the Board of the Company on 7th August, 2011. Both these directors had put in their best efforts to get the operations in the Company started after a long time. In view of the responsibilities and work load shared by them, it is proposed to remunerate both of them.

Thus, the Board recommends passing the resolution for their respective appointments as the special resolutions.

Mr. Virendra Kumar Aggarwal, being relative of Mrs. Manju Aggarwal and Mr. Shakul Kumar Aggarwal, deemed to be interested in the resolution.

The Above Explanatory Statement along with the below mentioned statement in accordance with the provisions of Schedule XIII of the Act, may be deemed to be abstract u/s 302 of the Companies Act, 1956.

I. GENERAL INFORMATION:

The Company is a registered category B Non Banking Financial Company listed at the Delhi Stock Exchange.

Presently the Company is engaged in the business of manufacturing and trading of the Electrical Components which includes Emergency Life Safety Signage, evacuation system made of Phosphorescent effect, Photo Luminescent, Glow Sign board, LED Board, LED Electronic Board, Life Safety Apparels, Road Safety Signage, Lights, Emergency Lights & equipments.

II. INFORMATION ABOUT THE APPOINTEE:

A) Manju Aggarwal

Mrs. Manju Aggarwal is the promoter director of the Company having a vast experience of over 15 years of running a company which deals in manufacturing and trading of electrical components. She was handling the affairs of M/s Du-lite Safety Services Private Limited since merged with the Company, which was carrying on the business of dealing in all kinds of Emergency Life Safety Signage, evacuation system made of Phosphorescent effect, Photo Luminescent, Glow Sign board, LED Board, LED Electronic Board, Life Safety Apparels, Road Safety Signage, Lights, Emergency Lights & equipments.

She is effectively looking after the administration and the production in the Company. Since the time she is appointed, she supported in setting of the production and the production took off with her support.

She has been engrossed in the official duties on a full time basis, to make the Company a profitable venture, thus the Board of Directors appointed her as the Whole Time Director in the Company for a term of three years w.e.f. 1st July 2012.

It is proposed to pay her a remuneration of Rs. 75,000/- pm (including the monetary value of perquisites if any paid to her).

Further, her other terms of appointment shall be as applicable to all the other employees of the company employed on whole time basis in the Company

Mr. Virendra Kumar Aggarwal and Mr. Shakul Kumar Aggarwal, are relatives of Mrs. Manju Aggarwal.

B) Shakul Kumar Aggarwal

Mr. Shakul Kumar Aggarwal is a young entrepreneur and the promoter director of the Company. He is undergoing his graduation in Law and using his legal and analytical skill for rendering growth to his family business.

He is the second support pillar of the Company taking care of the legal and management of the affairs of the Company. He has been taking care of the official duties on a full time basis, to make the Company a profitable venture, thus the Board of Directors appointed him as the Whole Time Director in the Company for a term of three years w.e.f. 1st July 2012.

It is proposed to pay him a remuneration of Rs. 75,000/- pm (including the monetary value of perquisites if any paid to him).

Further, his other terms of appointment shall be as applicable to all the other employees of the company employed on whole time basis in the Company

Mr. Virendra Kumar Aggarwal and Mrs. Manju Aggarwal, are relatives of Mr. Shakul Kumar Aggarwal.

III. OTHER INFORMATION:

During the last year the Company had set up a water packaging unit. The same did not turn out to be a very profitable venture for the Company. This made the Company suffer losses. However, the Company had sold the said business unit as going on concern earlier during the said financial year.

Item No. 7

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot except with the consent of the Company in General Meeting borrow monies, apart from temporary loans in excess of the aggregate of the paid up capital and the Free Reserves of the Company.

The borrowing limit of the Company is proposed to be enhanced to the extent of sum of Rs. 100 Crores in excess of and in addition to the paid up capital and free reserves of the Company for the time being.

The consent of the members is therefore, sought under provisions of Section 293(1)(d) of the Companies Act, 1956 to enable the Directors to borrow the aforesaid amount.

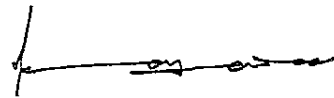
None of the directors of the Company is concerned or interested in the proposed resolution.

Item No. 8:

In terms of the provisions of section 383A of the Companies Act, 1956, M/s PB & Associates, Company Secretaries were re-appointed for the purpose of issuance of the Compliance Certificate for the financial year ended 31st March, 2013. 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**



**Virendra Kumar Aggarwal
Director
DIN: 00531255**

**Date: 4th September, 2012
Place: New Delhi**

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2012.

Financial Highlights

(Amount in Rs.)

Particulars	Financial Year ended	
	31.03.2012	31.03.2011
Total Income	1,65,26,425.51	0.00
Total Expenditure	1,61,75,173.73	1,64,73,151.00
Profit before tax	3,51,251.78	-1,64,73,151.00
Income Tax	1,15,559.00	79,16,933.00
Profit after Income Tax	2,35,692.78	-2,43,90,084.00
Paid-up Share Capital	4,58,73,600.00	3,82,93,600.00
Reserves and Surplus (excluding revaluation reserve)	3,88,79,137.49	29,23,444.00

Year in Retrospect

During the year under review total income of the Company was Rs. 1, 65, 26,425.51/- as against Nil in the previous year. The Company was able to earn a marginal net profit (after tax) for the year of Rs. 2,35,692.78/- as against loss of Rs. 2,43,90,084.00/-. 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 31st March 2012, the result of which was declared on 30th day of May 2011.

Pursuant to the declaration of result of Postal Ballot:

- The Company had passed Ordinary Resolution u/s 94 of the Companies Act 1956 for increasing the Authorised Share Capital of the Company from Rs. 3,85,00,000/- to Rs. 4,50,00,000/- by creating 6,50,000 Equity Shares of Rs. 10/- each.
- The Company had passed special resolution u/s 81(1A) of the Companies Act, 1956, authorizing the Board to make preferential allotment of Shares.

- The Company had passed special resolution u/s 293(1)(a) of the Companies Act, 1956, to consider sale/dispose off/ transfer the entire Water Packaging Unit of the Company as a going on concern, along with the existing assets & liabilities.
- The Company had 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 56 and 57 under the head Other Objects after the existing sub-clause no. 55.
- The Company had 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 56 & 57 under the Clause III of the Memorandum of Association of the Company.

Material Changes etc.

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 - 31st March, 2012 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

- 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.
- 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.
- Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.