

ARDI INVESTMENT AND TRADING COMPANY LIMITED

For Ardi Investment & Trading Co. Ltd.



Authorised Signatory

ANNUAL REPORT 2008-2009

ARDI INVESTMENT & TRADING COMPANY LIMITED
R.O.:136 GREAT WESTERN BUILDING, NAGINDAS MASTER ROAD, EXTENSION, FORT,
MUMBAI - 400023

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of the Company will be held on 30th September, 2009 at 11.00 A.M. at the Registered office of the Company to consider and transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss account for the year ended 31st March, 2009 and the Balance Sheet as on that date, along with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Amit Gokani, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Nitin Muchhala, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution with or without modification(s), as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 269,309 & Schedule XIII of the Companies Act,1956 the company do hereby appoint Mr. Haresh Patel, Director of the Company as Chairman and Managing Director without any remuneration for a period commencing from 01-10-2009 to 30-09-2012 upon the terms and conditions as set out in the explanatory statement and the agreement entered between the director and the Board.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and authorize to alter, vary and modify the agreement entered with the director.

6. To consider and if thought fit, to pass the following resolution with or without modification(s), as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 269,309 & Schedule XIII of the Companies Act,1956 the company do hereby appoint Mr. Devendra Bagdi, Director of the Company as Whole Time director without any remuneration for a period commencing from 01-10-2009 to 30-09-2012 upon the terms and conditions as set out in the explanatory statement and agreement entered between the director and the Board.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and authorize to alter, vary and modify the agreement entered with the director.

7. To consider and if thought fit, to pass the following resolution with or without modification(s), as a special resolution.

"RESOLVED THAT pursuant to the provisions of section 269,309 & Schedule XIII of the Companies Act,1956 the company do hereby appoint Mr. Madhusudan Vyas, Director of the Company as Executive director without any remuneration for a period commencing from 01-10-2009 to 30-09-2012 upon the terms and conditions as set out in the explanatory statement and the agreement entered between the director and the Board.

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and authorize to alter, vary and modify the agreement entered with the director.

Place : Mumbai
Dated : 01-09-2009

By the Order of the Board of Directors
Sd/-
Haresh Patel
Chairman

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 AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
- (b) The Companies (Amendment) Act, 1999 extended nomination facility to individuals holding shares in companies. Shareholders, in particular whose holding is in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their nomination. They may please write to the company for obtaining the prescribed nomination form.
- (c) The Registered of Members and share transfer books of the company will remain closed from 29-09-2009 to 30-09-2009 (both days inclusive).
- (c) Members are requested to notify the change in the address immediately.
- (d) Members are requested to bring their copies of the Annual Report to the Meeting.

Shareholders seeking information on accounts published herein are kindly requested to furnish their queries to the company at its Registered office at least TEN days before the date of the Meeting.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no. 5

Mr. Haresh Patel, Engineer having 9 years of rich experience in trading of goods and materials who has been associated with the company as director since 2004 be and is hereby recommended to be appointed as Chairman and Managing Director of the Company for a term of 3 years commencing from 01-10-2009 to 30-09-2012 without any remuneration and liable to retire by rotation.

Copy of the agreement entered between the company and CMD containing the terms and conditions of said appointment is available for inspection at the regd. Office of the company on any working day except Saturday and Sunday between 11.00 a.m. to 2.00 p.m.

Board recommends the resolution for approval of the members.

None of the Director of the company is concerned or interested in the resolution except Mr. Haresh Patel himself.

Item no. 6

Mr. Devendra Bagdi, B.Sc. Multimedia having 5 years of rich experience in multimedia who has been associated with the company as director since 2004 be and is hereby recommended to be appointed as Whole Time Director of the Company for a term of 3 years commencing from 01-10-2009 to 30-09-2012 without any remuneration and liable to retire by rotation.

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Copy of the agreement entered between the company and WTD containing the terms and conditions of said appointment is available for inspection at the regd. Office of the company on any working day except Saturday and Sunday between 11.00 a.m. to 2.00 p.m.

Board recommends the resolution for approval of the members.

None of the Director of the company is concerned or interested in the resolution except Mr. Devendra Bagdi himself.

Item no. 7

Mr. Madhusudan Vyas, M.Com. having 20 years of rich experience in Accounts and Finance and administration who has been associated with the company as director since 2004 be and is hereby recommended to be appointed as Executive Director of the Company for a term of 3 years commencing from 01-10-2009 to 30-09-2012 without any remuneration and liable to retire by rotation.

Copy of the agreement entered between the company and E.D. containing the terms and conditions of said appointment is available for inspection at the regd. Office of the company on any working day except Saturday and Sunday between 11.00 a.m. to 2.00 p.m.

Board recommends the resolution for approval of the members.

None of the Director of the company is concerned or interested in the resolution except Mr. Madhusudan Vyas himself.

By the Order of the Board of Directors

Place : Mumbai
Dated : 01-09-2009

Sd/-

Haresh Patel
Chairman