

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Uday P Shah
Mr. Ashish P Shah
Mr. Hiren Mehta
Mr Pradeep Goradia

REGISTERED OFFICE

Shop No. 3, Hemu Castle,
Dadabhai Road, Near Gokhibai School
Vile Parle (West)
Mumbai – 400056
Tel : 022-26241111
Fax :022-26241104
Email : ardi.invest2013@yahoo.in

AUDITORS

M/s. Omprakash Kedia & Co.,
Chartered Accountants
A/1, 702, Tirupati Darshan,
Balaji Nagar,
Bhayandar west.
Thane- 401101.

Tel : 022-28915116
Email : op@opkedia.com

BANKERS

Axis Bank Ltd.

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 34th Annual General Meeting of the Members of ARDI INVESTMENT AND TRADING COMPANY LIMITED will be held on Wednesday the **30th** day of **September, 2015**, at 2 p.m. at 3-Hemu Castle, Dadbhai Road, Near Goklibai School, Vile Parle West Mumbai – 400056 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :

The Audited Financial Statements of the Company for the financial year ended 31st March 2015, including the Audited Balance sheet, the Profit and Loss Account for the year ended on that date and the Board of Directors and Auditor thereon .

2. To appoint a Director in place of Mr. Ashish P Shah, (Din 03294780) ,who retires by rotation and, being eligible, seeks re-appointment.
3. To ratify the appointment of the Auditors, of the Company and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of Audit Committee and pursuant to the resolution passed by the members at the Annual General Meeting held 26th September, 2014 the appointment of M/s. Omprakash Kedia & Co. Chartered Accountants (FRN 135784W.), as the Statutory Auditors of the Company, to hold the office till the conclusion of Fifth AGM, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration for the financial year as may be determined by the Audit Committee in consultation with Auditors for the financial year 2015-16.

SPECIAL BUSINESS

4. **To Appoint Hiren Bhupatrai Mehta (DIN: 05346030) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, Hiren Bhupatrai Mehta(DIN: 05346030), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five

consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the Calendar Year 2020.”

5. **Appointment of Ms. Uday P Shah(Din : 02637175) as a Whole time Director and CFO of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Uday P Shah (DIN **02637175**) who was appointed as additional Director and whole time director and Chief financial officer from 30th March, 2015 of the Company by the Board of Directors and who holds office until the date of annual General Meeting in terms of Section 161 of Companies Act, 2013, and in respect of whom the Company has received the notice in writing from a member, proposing her candidature along with requisite fees be and is hereby appointed as as Director liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Uday P Shah (DIN **02637175**) as “Executive Director” of the Company with designation styled as Whole Time director & Chief Financial Officer, for a period of three years, on the terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee and as are set out in the draft of the Agreement to be entered into between the Company and Mr. Uday P shah, (DIN **02637175**) , with liberty to the Board of Directors.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year, the Company shall pay Mr. Uday P Shah(DIN **02637175**) remuneration as decided by the Board or any Committee thereof from time to time as minimum remuneration, with the approval of the Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution and also to revise the remuneration of Mr. Uday P Shah (DIN 02637175) within the limit stipulated in the Companies Act ,2013

Registered Office:

3,Hemu Castle,
Dadabhai Road
Nr. Goklibai School
Vile Parle(west)
Mumbai - 400056

Place -Mumbai

Date- 14-08-2015

By Order of the Board

**Sd/-
Uday P Shah**

Authorized Person

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 26TH SEPTEMBER, 2015 TO 30TH SEPTEMBER, 2015 (BOTH DAYS INCLUSIVE).FOR THE PURPOSE OF ANNUAL GENERAL MEETING.

2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 and 4 and 5 of the accompanying Notice,
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
1. 9. No amount of dividend is remaining unpaid in the dividend account, for the transferred.

10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Registrar and Transfer Agent of the Company.
12. Additional information, Pursuant to the requirement of Corporate Governance under clause 49 of the Listing Agreement entered into with the Stock Exchange, in respect of all the Directors proposed to be appointed/reappointed at the AGM, are provided as Annexure to the Notice. The Directors have furnished their declaration/consent for their appointment/re appointment as required under the Companies Act, 2013 and rules there under.
13. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company.
15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to Depository Participant(s). Members holding shares in physical form should submit their PAN details to the Company.
 - 1.
19. Members holding shares in single name and in physical form are advised to make a
 1. Nomination in respect of their shareholding in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4, 5 and 6 of the accompanying Notice dated August 14th, 2015.

ITEM NO. 4

The Board, at its meeting held on December, 2011 appointed Mr. Hiren Bhupatrai Mehta as an Additional Director of the Company with effect from 1st August, 2013, pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Hiren Bhupatrai Mehta will be hold office up to the date of ensuing Annual General Meeting of the Company. The Company has received valid Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with requisite deposit proposing the candidature of Mr. Hiren Bhupatrai Mehta for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. Mr. Hiren Bhupatrai Mehta is having rich experience in the field of finance. In view of the background and valuable experience of Mr. Hiren Bhupatrai Mehta, it will be in the interest of the Company that he continues as an Independent Director of the Company. The resolution seeks the approval of members for the appointment of Mr. Hiren Bhupatrai Mehta as an Independent Director of the Company up to 31st March 2020 commencing from 1st April 2015 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation. Brief resume of Mr. Hiren Bhupatrai Mehta, nature of his expertise in specific functional areas, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is provided elsewhere in this notice of the ensuing Annual General meeting. In the opinion of the Board of Directors, Mr. Hiren Bhupatrai Mehta, the independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and he is independent of the management. Copy of the draft letter for appointment of Mr. Hiren Bhupatrai Mehta as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on working days up to the date of AGM.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange. No director, key managerial personnel or their relatives, except Mr. Hiren Bhupatrai Mehta, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO. 5

pursuant to the Sections 149, 196, 197, schedule V and other applicable provisions of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of members of the Company in the General Meeting Mr. Uday P Shah (DIN 02637175) who was appointed as director on 29th August 2011, and re-appointed as whole Time Director and Chief Financial Officer of the Company by the Board of Directors, who holds the office up to the conclusion of Annual General Meeting in terms of Section 161 and in respect of whom the notice in writing received from the member along with the deposit, proposing her candidature as Director of the Company, be and is hereby appointed as Executive director, designation styled as Whole Time Director & CFO, liable to retire by rotation & Key Managerial Person

of the Company with effect from 30th March, 2015 for a period of three years. The remuneration, as recommended by the Nomination & Remuneration Committee was also approved by the Board at its Meeting held on 30th March, 2015, at the monthly remuneration as under:

a) Remuneration

Rs.50000 p.m. (Rupees Fifty Thousand only) with such annual increments / increases as may be decided by the Remuneration Committee from time to time

b) Perquisites

Telephone, telefax and other communication facilities at Company's cost for Official purpose.

Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide.

c) Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d) Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out, from time to time.

e) Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.

"RESOLVED FURTHER THAT . Mr. Uday P Shah (DIN 02637175) shall be liable to retire by rotation during this tenure of office as Executive Director of the company."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including issuing notices to the members of the Company and filing necessary forms with the Office of Registrar of Companies."

The Board commends passing of the resolution for the Director and CFO.

By Order of the Board

Sd/-

Uday P Shah

Authorised Person

**3,Hemu Castle
Dadabhai Road
Nr Goklibai School
Vile Parle West
Mumbai- 400056**

ARDI INVESTMENT AND TRADING COMPANY LTD.

(CIN No.: L65923MH1981PLC024912)

3 Hemu Castle,Dadabhai Road,Near Goklibai School ,Vile Parle West ,Mumbai 400056 on

Phone No. 022-26241111/26248888 ,Email – ardi.invest2013@yahoo.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the company, to be held on the Wednesday,30th day of September 2015 at 2 p.m. at 3 Hemu Castle ,Dadabhai Road, Near Goklibai School ,Vile Parle West ,Mumbai 400056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Appoint a Director in place of Ashish P Shah (holding DIN 03294780), Director, who retires by rotation, and being eligible, offers himself for re-appointment		
3.	Ratification of M/s. Omprakash Kedia & Co, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	To appoint Mr. Hiren Bhupatrai Mehta(05346030) as Independent Director		
5.	Appointment of Mr. Uday P Shah (02637175) as Whole -Time Director and CFO for a period of Three years		

* Applicable for investors holding shares in Electronic form.