

ARDI INVESTMENT AND TRADING COMPANY LIMITED

ANNUAL REPORT –FY 2015-16

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Uday P Shah
Mr. Ashish P Shah
Mr. Hiren Mehta
Mr Pradeep Goradia (Resigned w.e.f. 2nd july 2016)
Mr.Rakshit M Shah (Appointed w.e.f. 1st july 2016)
Mrs Sunaina S Joshi(Appointed w.e.f 1st July 2016)

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. Jignesh Satapara & Co.,
Chartered Accountants
Ahemdabad

BANKERS

Axis Bank Ltd.

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting of the Members of ARDI INVESTMENT AND TRADING COMPANY LIMITED will be held on Friday the **30th** day of **September, 2016**, 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 2016, 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 Extra ordinary Annual General Meeting held 11th December, 2015 the appointment of M/s. Jignesh Satapara & Co. Chartered Accountants (FRN 134178W.), as the Statutory Auditors of the Company, to hold the office till the conclusion of AGM, be and is hereby confirmed 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 2016-17.

SPECIAL BUSINESS

4. **To Appoint Rakshit M Shah (DIN: 03461560) 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, Rakshit M Shah (DIN: 03461560), 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 40th Annual General Meeting of the Company in the Calendar Year 2021.”

5. **To Appoint Sunaina Joshi (DIN: 07329184) as women Non Executive 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, Sunaina Joshi (DIN: 07329184), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria 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 Non Executive 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 40th Annual General Meeting of the Company in the Calendar Year 2021.”

Registered Office:

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

Place -Mumbai

Date- 12-08-2016

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, 2016 TO 30TH SEPTEMBER, 2016 (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.

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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 2015-16 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.
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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 12th, 2016.

ITEM NO. 4

The Board, at its meeting held on July 2016 appointed Mr. Rakshit M Shah as an Additional Director of the Company with effect from 1st July 2016, pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Rakshit M Shah 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. Rakshit M Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. Mr. Rakshit M Shah is Chartered Accountant and having rich experience in the field of finance. In view of the background and valuable experience of Mr. Rakshit M Shah, 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. Rakshit M Shah as an Independent Director of the Company up to 31st March 2021 commencing from 1st July 2016 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. In the opinion of the Board of Directors, Mr. Rakshit M Shah, 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. Rakshit M Shah 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. Rakshit M Shah, 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

The Board, at its meeting held on held on July 1st, 2016 appointed Mrs. Sunaina S Joshi as an Additional Director of the Company with effect from 1st July 2016, pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Mrs. Sunaina S Joshi 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 Mrs. Sunaina S Joshi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. having rich experience in the field of finance. In view of the background and valuable experience of Mrs. Sunaina S Joshi, 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 Mrs. Sunaina S Joshi as an Independent Director of the Company up to 31st March 2021 commencing from 1st July 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. she is not liable to retire by rotation. In the opinion of the Board of Directors, Mrs. Sunaina S Joshi, 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 Mrs. Sunaina S Joshi 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.

No director, key managerial personnel or their relatives, except Mrs. Sunaina S Joshi, 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.

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 35th Annual General Meeting of the company, to be held on the Friday 30th day of September 2016 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, 2016		
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. Jignesh Satapara & Co, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	To appoint Mr. Rakshit M Shah (03461560) as Independent Director		
5.	Appointment of Mrs. Sunaina S Joshi (07329184) as Independent Director		

* Applicable for investors holding shares in Electronic form.