

**ARDI INVESTMENT AND
TRADING COMPANY LIMITED**

**ANNUAL REPORT
2017-18**

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. RAKSHIT M SHAH

MR. SATISHKUMAR R GAJJAR

MRS. PINAL R. SHAH

REGISTERED OFFICE

**SHOP NO. 3 HEMU CASTLE,
DADABHAI ROAD, NEAR GOKHLIBAI SCHOOL,
VILE PARLE (WEST)
MUMBAI-400056**

TEL: 022-26241111

FAX: 022-26241104

Email: roccompliancing@gmail.com

AUDITORS

BHAGAT & CO.

CHARTERED ACCOUNTANTS

**24, Laxmi Chambers, Navjeevan Press Road,
Nr. Old High Court, Income tax, Ahmedabad-14**

BANKERS

AXIS BANK LIMITED.

REGISTRAR AND SHARE TRANSFER AGENTS

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D-153A, FIRST FLOOR

OKHLA INDUSTRIAL AREA, PHASE-I NEW DELHI - 110020

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NOTICE is hereby given that the 37th ANNUAL GENERAL MEETING of the members of ARDI INVESTMENT AND TRADING CO LTD ("the Company") will be held as scheduled below:

Date : 29th day of September, 2018

Day : Saturday

Time : 2:00 P.M.

Place : At registered office of the Company situated at

**Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai
MH 400056**

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2018 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. SATISHKUMAR RAMANLAL GAJJAR (DIN: 05254111), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Place: Ahmedabad
03RD September, 2018

BY ORDER OF THE BOARD OF DIRECTORS OF Date:
ARDI INVESTMENT AND TRADING CO LTD

Registered Office:
Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056

SD/-

SATISHKUMAR RAMANLAL GAJJAR
DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books will remain closed **from 22nd September, 2018 to 29th September, 2018** (both days inclusive) for the purpose of Annual General Meeting (AGM).

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
5. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
6. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
7. **This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.**
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. 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.
10. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, SKYLINE FINANCIAL SERVICES PVT. LTD for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
13. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

14. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 are as follows.

Particular	Mr. SATISHKUMAR RAMANLAL GAJJAR
Date of Birth	23/05/1964

ARDI INVESTMENT AND TRADING CO LTD

Date of Appointment	19/04/2017
Qualification	Bachelor of Arts
Relationships between directors inter se	Mr. Satishkumar R. Gajjar is not related to any Director of the Company
Directorship held in other companies	1
Membership/Chairmanships of Committee in other Public Companies	Nil

Place: Ahmedabad**Date: 3rd September, 2018****Registered Office:****Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056****BY ORDER OF THE BOARD OF DIRECTORS OF
ARDI INVESTMENT AND TRADING CO LTD****SD/-****SATISHKUMAR RAMANLAL GAJJAR
MANAGING DIRECTOR**

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting their 37th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FINANCIAL RESULTS

The Financial performance of the company for the year ended 31st March, 2018 is summarized as follows:

(Amount in Rs.)

PARTICULAR	2017-18	2016-17
Income	-	-
Less: Expenditure	(3,01,300)	(3,10,717)
Profit/(Loss) Before Depreciation And Taxes	(3,01,300)	(3,10,717)
Less: Depreciation	-	-
Net Profit/(Loss) Before Tax	(3,01,300)	(3,10,717)
Less: Provision For Tax	-	-
Deferred Tax	-	-
Profit/(Loss) After Deferred Tax	(3,01,300)	(3,10,717)

2. FINANCIAL HIGHLIGHTS

During the fiscal 2018, the gross operational loss of the Company stood at Rs. 3,10,300.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No change of business occurs during the year under review.

4. DIVIDEND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. RESERVES

The amounts as on ended of financial year, Reserves are Rs. (81,09,366)

6. SHARE CAPITAL

- **ISSUE OF SWEAT EQUITY SHARE:** The Company under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity share during the year under review.
- **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.
- **BONUS SHARES:** No Bonus Shares were issued during the year under review.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

• RETIREMENT BY ROTATION

In accordance with the provisions of the Companies Act, 2013 Mr. Satishkumar R. Gajjar, Director of the company who is liable to retire by rotation, being eligible for reappointment, offers himself for reappointment. Appropriate resolutions for the re-appointment are being placed for your approval at the ensuing AGM.

• DECLARATION OF INDEPENDENCE:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

8. NUMBER OF THE MEETINGS OF THE BOARD

The Company had conduct 5 (Five) Board meetings during the financial year 2017-18 under review on:

- 30th May,2017, 1ST July,2017, 12th August,2017, 14Th November,2017, 14th February,2018.

9. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Various Committees.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) The directors have 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 at the end of the financial year and of the profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

12. MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in this report.

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.

14. AUDITORS

M/s. **BHAGAT & Co.,**, Chartered Accountants, FR No.127250W was appointed on 30/09/2017 to hold office for the next 5 years and The Company has received letter from M/s. BHAGAT & Co., Chartered Accountants to the effect that ,their appointment ,if made would be in the prescribed limit under 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re appointment.

The Notes in the Financial statement referred to in the Auditor's report are self explanatory and do not call for any further comments.

15. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.