

**ARDI INVESTMENT AND
TRADING COMPANY LIMITED**

ANNUAL REPORT

2018-19

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. GAUTAM PRAVINCHANDRA SHETH
MR. MANOHARBHAI BHARATBHAI CHUNARA
MR. ANISH K TRIVEDI
MR GHANSHYAM KISHORBHAI PARMAR

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 **38th ANNUAL GENERAL MEETING** of the members of **ARDI INVESTMENT AND TRADING CO LTD** ("the Company") will be held as scheduled below:

Date : 30th day of September, 2019

Day : Monday

Time : 02:00 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, 2019 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of **Mr. Gautam Pravinchandra Sheth (DIN: 06748854)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Gautam Pravinchandra Sheth (DIN: 06748854) as an Director of the Company.**

The following resolution shall be passed with or without modification

"RESOLVED THAT Mr. Gautam Pravinchandra Sheth (DIN: 06748854) who was appointed by the Board of Directors as an Additional Director of the Company effective **November 28, 2018** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as an Executive Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed a Executive Director of the Company.

4. **Appointment of Mr. Manoharbhair Bharatbhair Chunara (DIN: 07280916) as an Independent Director of the Company**

The following resolution shall be passed with or without modification

"RESOLVED THAT Mr. Manoharbhair Bharatbhair Chunara (DIN: 07280916) who was appointed by the Board of Directors as an Additional Independent Director of the Company effective **October 10, 2018** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed a Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act as

amended from time to time, Mr. Manoharbhai Bharatbhai Chunara (DIN: 07280916) who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing October 10, 2018 to October 09, 2023.”

5. Appointment of Mr. Anish K Trivedi (DIN: 08463595) as an Independent Director of the Company

The following resolution shall be passed with or without modification

“RESOLVED THAT Mr. Anish K Trivedi (DIN: 08463595) who was appointed by the Board of Directors as an Additional Independent Director of the Company effective **December 06, 2018** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed a Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act as amended from time to time, Mr. Anish K Trivedi (DIN: 08463595) who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing December 06, 2018 to December 05, 2023.”

6. Appointment of Mr. Ghanshyam Kishorbhai Parmar (DIN: 08322173) as an Independent Director of the Company

The following resolution shall be passed with or without modification

“RESOLVED THAT Mr. Ghanshyam Kishorbhai Parmar (DIN: 08322173) who was appointed by the Board of Directors as an Additional Independent Director of the Company effective **March 22, 2019** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed a Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act as amended from time to time, Mr. Ghanshyam Kishorbhai Parmar (DIN: 08322173), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing March 22, 2019 to March 22, 2024.”

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

ITEM NO - 3:

Mr. Gautam Pravinchandra Sheth (DIN: 06748854) was appointed as an additional director under the category of Professional Executive Director of the Company w.e.f. 28.09.2018. Under section 161 of the Companies Act, 2013, He holds office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose his as a candidate for the office of Director of the Company.

Brief profile of Mr. Harshit Hasmukhbhai Vadecha in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Harshit Hasmukhbhai Vadecha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 3 of this Notice.

None of the Director or key managerial personals of the Company except Mr. Harshit Hasmukhbhai Vadecha, being appointee, is concerned or interested in this resolution.

ITEM NO - 4:

Mr. Manoharbhai Bharatbhai Chunara (DIN: 07280916) was appointed as an additional director under the category of Independent Director of the Company w.e.f. 13.10.2018. Under section 161 of the Companies Act, 2013, Mr. Manoharbhai Bharatbhai Chunara holds office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Manoharbhai Bharatbhai Chunara, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Manoharbhai Bharatbhai Chunara does not hold any equity share of the Company. The period of office of Mr. Manoharbhai Bharatbhai Chunara shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Manoharbhai Bharatbhai Chunara in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 3 of this Notice.

None of the Director or key managerial personals of the Company except Mr. Manoharbhai Bharatbhai Chunara, being appointee, is concerned or interested in this resolution.

ITEM NO - 5:

Mr. Anish K Trivedi (DIN: 08463595) was appointed as an additional director under the category of Independent Director of the Company w.e.f. 06.12.2018. Under section 161 of the Companies Act, 2013, **Mr. Anish K Trivedi** holds office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by **Mr. Anish K Trivedi**, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies

Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. **Mr. Anish K Trivedi** does not hold any equity share of the Company. The period of office of **Mr. Anish K Trivedi** shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of **Mr. Anish K Trivedi** in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 3 of this Notice.

None of the Director or key managerial personals of the Company except **Mr. Anish K Trivedi**, being appointee, is concerned or interested in this resolution.

TEM NO - 6:

Mr. Ghanshyam Kishorbhai Parmar (DIN: 08322173) was appointed as an additional director under the category of Independent Director of the Company w.e.f. 22.03.2019 Under section 161 of the Companies Act, 2013, **Mr. Ghanshyam Kishorbhai Parmar** holds office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by **Mr. Ghanshyam Kishorbhai Parmar**, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. **Mr. Ghanshyam Kishorbhai Parmar** does not hold any equity share of the Company. The period of office of **Mr. Ghanshyam Kishorbhai Parmar** shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of **Mr. Ghanshyam Kishorbhai Parmar** in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 3 of this Notice.

None of the Director or key managerial personals of the Company except **Mr. Ghanshyam Kishorbhai Parmar**, being appointee, is concerned or interested in this resolution.

Place: Mumbai
Date: 02nd September, 2019

BY ORDER OF THE BOARD OF DIRECTORS OF
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/-
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/ Authorization 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 23rd September, 2019 to 30th September, 2019** (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. GAUTAM PRAVINCHANDRA SHETH
Date of Birth	19/05/1982
Date of Appointment	28/11/2018
Qualification	Graduation
Relationships between directors inter se	Mr. Gautam Pravinchandra Sheth 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: Mumbai
Date: 02nd September, 2019

BY ORDER OF THE BOARD OF DIRECTORS OF
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/-

DIRECTOR

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting their 38th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. FINANCIAL RESULTS

The Financial performance of the company for the year ended 31st March, 2019 is summarized as follows:

(Amount in Rs.)

PARTICULAR	2018-19	2017-18
Income	-	-
Less: Expenditure	4,05,900	3,01,300
Profit/(Loss) Before Depreciation And Taxes	(4,05,900)	(3,01,300)
Less: Depreciation	-	-
Net Profit/(Loss) Before Tax	(4,05,900)	(3,01,300)
Less: Provision For Tax	-	-
Deferred Tax	-	-
Profit/(Loss) After Deferred Tax	(4,05,900)	(3,01,300)

2. FINANCIAL HIGHLIGHTS

During the fiscal 2019, the gross operational loss of the Company stood at Rs. 4,05,900.

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. (85,15,266)

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

- a. In accordance with the provisions of the Companies Act, 2013 Mr. Gautam Pravinchandra Sheth, Director of the company who is liable to retire by rotation, being eligible for