

**ARDI INVESTMENT AND TRADING COMPANY LIMITED**

**ANNUAL REPORT 2021-22**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Gautam Pravinchandra Sheth  
Mr. Manoharbhai Bharatbhai Chunara  
Mrs. Nilam Viren Makwana  
Mr. Chiragkumar Rameshbhai Parmar  
Mr. Anish K Trivedi (upto 02.07.2022)

### **CHIEF FINANCIAL OFFICER**

Mr. Atulkumar Balchandbhai Shah (Appointed as CFO w.e.f. 15.12.2021)

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Parth Ashvinkumar Patel (Appointed as Compliance Officer w.e.f. 15.12.2021)

### **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

### **STATUTORY AUDITORS**

BHAGAT & CO.  
CHARTERED ACCOUNTANTS  
24, Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income tax, Ahmedabad-14

### **BANKERS**

ICICI Bank Limited.

### **REGISTRAR AND SHARE TRANSFER AGENTS**

Skyline Financial Services Limited  
D-153A, First Floor  
Okhla Industrial Area, Phase-I New Delhi - 110020

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## **ARDI INVESTMENT AND TRADING CO LTD**

**Registered Office : Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai Mumbai City MH 400056 IN,**  
**Email- [compliancingardi@gmail.com](mailto:compliancingardi@gmail.com) Phone No.: 022-28764128 / 26248888,**

**NOTICE** is hereby given that the **41<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **ARDI INVESTMENT AND TRADING CO LTD** ("the Company") will be held as scheduled below:

Date : 19<sup>th</sup> September, 2022

Day : Monday

Time : 11.00 AM

Place : At registered office of the Company situated at

Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai 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 31<sup>st</sup>, 2022 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.
3. To reappoint statutory auditors and fix their remuneration

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the audit committee and board of directors of the company, M/s. Bhagat & Co., Chartered accountants (firm registration no. 127250W), be and are hereby reappointed as statutory auditors of the company, to hold office for a second term of five consecutive years from the conclusion of the 41<sup>th</sup> AGM until the conclusion of the 46<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the board of directors of the company.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

### **SPECIAL BUSINESS:**

4. Appointment of Mr. Gautam Pravinchandra Sheth (Din: 06748854) As A Managing Director

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and recommendation of the Nomination and

Remuneration Committee, Board be and is hereby appoints Mr. Gautam Pravinchandra Sheth (DIN: 06748854) as the Managing Director (Whole Time Key Managerial Personnel) of the Company for a term of five years commencing from 15/12/2021 till 14/12/2026 subject to approval of the shareholders in the ensuing General Meeting as per the terms and conditions mutually agreed upon between the Company and Mr. Gautam Pravinchandra Sheth.

RESOLVED FURTHER THAT Mr. Gautam Pravinchandra Sheth is already appointed in the Company as an Executive Director of the Company from 28th November, 2018. Board has decided to change its category from Director to Managing Director of the Company.

RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under Section 197 and Schedule V of the Companies Act, 2013:

- a) Salary: Rs. 10,000/- per month
- b) Tenure: 5 years
- c) Gratuity: as per the Rules of the Company
- d) 'Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961
- e) Benefits, Perquisites and Allowances: Actual leave travel expenses as per the rules of the Company

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration to the managerial remuneration not exceeding the limit under Section II of Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the consent in writing from Mr. Gautam Pravinchandra Sheth in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 that he is not disqualified under Section 164(2) of the Companies Act, 2013 have been already received by the Company during his appointment as a Director in the Company.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.

5. Appointment of Mr. Chiragkumar Rameshbhai Parmar [DIN: 09432185] as Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152 & 161 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chiragkumar Rameshbhai Parmar : (09432185), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 15, 2021 in terms of Section 161 (1) of the Act, who holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

6. Appointment of Mrs. Nilam Viren Makwana [DIN: 09210336] as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 2 & 161 of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nilam Viren Makwana [DIN: 09210336], who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and remuneration Committee with effect from December 15, 2021 in terms of Section 161 (1) of the Act and articles of association of Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto December 15, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

**Place: Mumbai**  
**Date: 27-08-2022**

**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/-**  
**Gautam P. Sheth**  
**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 13<sup>th</sup> September, 2022 to 19<sup>th</sup> September, 2022** (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.

<b>Director</b>	<b>Gautam Pravinchandra Sheth</b>	<b>Chiragkumar Rameshbhai Parmar</b>	<b>Nilam Viren Makwana</b>
<b>DIN</b>	06748854	09432185	09210336
<b>Date of Appointment</b>	28/11/2018	15/12/2021	15/12/2021
<b>Qualification</b>	Graduation	Graduation	Company Secretary
<b>Brief Profile</b>	Mr.Gautam Pravinchandra Sheth has been on the board of the company since 2018. He is having valuable experience in Jewellery Industry and has been instrumental in formulating growth strategy of the company	Mr. Chiragkumar Rameshbhai Parmar is an Indian Resident. He is appointed by the Company as a NonExecutive Non-Independent Director. He is also a Graduate from the Recognized University. Mr. Chiragkumar Parmar has good Experience and well knowledge regarding the Management as well as Marketing Strategy.	Mrs. Nilam Viren Makwana is appointed by the Company as an Independent Director. She is also a Graduate from the Recognized University. She is also a Member of the Institute of Company Secretaries of India. Mrs. Nilam Makwana is well knowledgeable In the Matter of Companies Act and Other Legal Matter.
<b>Disclosure of relationships between Directors</b>	Mr. Gautam Pravinchandra Sheth is not related to any of the Director of the Company.	Mr. Chiragkumar Rameshbhai Parmar is not related to any of the Director of the Company	Mrs. Nilam Viren Makwana is not related to any of the Director of the Company.
<b>Shareholding, if any, in the Company</b>	87,500	NIL	NIL
<b>Information as required</b>	Mr. Gautam Pravinchandra Sheth is not debarred from	Mr. Chiragkumar Rameshbhai Parmar is not	Mrs. Nilam Viren Makwana is not debarred from

<b>under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.</b>	holding the office of director by virtue of any SEBI order or any other such authority.	debarred from holding the office of director by virtue of any SEBI order or any other such authority.	holding the office of director by virtue of any SEBI order or any other such authority.
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## 15. Procedure of Voting at the AGM

In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

### 1. E-Voting Facility:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of 'remote e-voting' (e-voting from a place other than venue of AGM) to exercise their vote at the 41<sup>th</sup> AGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. The Company has appointed CS Shikha Patel, Practising Company Secretary (Membership No. ACS: 43955; CP No: 16201), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Monday, 12<sup>th</sup> September, 2022**, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.