

**ARDI INVESTMENT AND TRADING CO LIMITED**

**ANNUAL REPORT 2022-23**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Gautam Pravinchandra Sheth  
Mr. Chiragkumar Rameshbhai Parmar  
Ms. Shvetalben Sagarbhai Dataniya  
Mrs. Nilam Viren Makwana  
Mr. Vishakha Dipakkumar Shah

### **CHIEF FINANCIAL OFFICER**

Mr. Atulkumar Balchandbhai Shah

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

Mr. Parth Ashvinkumar Patel

### **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-400056, Maharashtra

**CIN: L65923MH1981PLC024912**

**Website:** [www.ardi.co.in](http://www.ardi.co.in) **Ph.:** 022-28764128 **Email id:** [compliancingardi@gmail.com](mailto:compliancingardi@gmail.com)

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**NOTICE** is hereby given that the **42<sup>nd</sup> ANNUAL GENERAL MEETING** of the members of **ARDI INVESTMENT AND TRADING CO LTD** ("the Company") will be held as scheduled below:

Date : 29<sup>th</sup> September, 2023

Day : Friday

Time : 11.30 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>, 2023 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Chiragkumar Rameshbhai Parmar (DIN: 09432185), 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 Ms. Shvetalben Sagarbhai Dataniya [DIN: 09629900] 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), Ms. Shvetalben Sagarbhai Dataniya : (09629900), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 01, 2022 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."

#### **4. Appointment of Ms. Vishakha Shah [DIN: 09711526] 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), Ms. Vishakha Shah [DIN: 09711526], 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 01, 2027.”

**“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: 06-09-2023**

**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  
Managing Director  
DIN: 06748854**

## 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 23<sup>rd</sup> September, 2023 to 29<sup>th</sup> September, 2023** (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. 5<sup>th</sup> December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> 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 to 4 are as follows.

<b>Director</b>	<b>Chiragkumar Rameshbhai Parmar</b>	<b>Shvetalben Sagarbhai Dataniya</b>	<b>Vishakha Shah</b>
<b>DIN</b>	09432185	09629900	09711526
<b>Date of Appointment</b>	15/12/2021	01/12/2022	01/12/2022
<b>Qualification</b>	Graduation	High School and Equivalent	Company Secretary
<b>Brief Profile</b>	Mr. Chiragkumar Rameshbhai Parmar is an Indian Resident. He is appointed by the Company as a NonExecutive Non-Independent Director.	Ms. Shvetal Sagarbhai Dataniya is appointed by the Company as a Non-Executive Non-Independent Director. Ms. Shvetalben Dataniya having an	Ms. Vishakha Dipakkumar Shah appointed as Additional Director for the category Non-Executive Independent Director of the Company. Ms.

	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.	Experience of More than 3 years in the Field of Management and HR related Activities.	Vishakha Shah is a Cleared the Professional Exam of Company Secretary. She also holds the Degree of LLB. She is also held the Degree of B.Com. (Bachelor of Commerce). She is currently worked as a Sr. Accountant. She has an Experience of more than 5 years in the field of Accountancy, Taxation, VAT, GST and Other Account Related Matters.
<b>Disclosure of relationships between Directors</b>	Mr. Chiragkumar Rameshbhai Parmar is not related to any of the Director of the Company	Ms. Shvetal Sagarbhai Dataniya is not related to any of the Director of the Company.	Ms. Vishakha Shah is not related to any of the Directors of the Company
<b>Shareholding, if any, in the Company</b>	NIL	NIL	NIL
<b>Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.</b>	Mr. Chiragkumar Rameshbhai Parmar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Ms. Shvetal Dataniya is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Ms. Vishaka Shah is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

## 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 42<sup>nd</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 Ajit M. Santoki, Partner of Shah & Santoki Associates, Practicing Company Secretary (Membership No. FCS: 4189; CP No: 2539), 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. **Friday, 22<sup>nd</sup> September, 2023**, 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.
2. The instructions for shareholders voting electronically are as under:

**The remote e-voting period begins on September 26<sup>th</sup>, 2023 at 09:00 A.M. and ends on September 28<sup>th</sup>, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22<sup>nd</sup>, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22<sup>nd</sup>, 2023.**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is

given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="618 1507 1104 1541"> <p><b>NSDL Mobile App is available on</b></p> </div> <div data-bbox="620 1568 669 1623">  </div> <div data-bbox="669 1568 824 1617"> <p>App Store</p> </div> <div data-bbox="870 1568 919 1623">  </div> <div data-bbox="919 1568 1104 1617"> <p>Google Play</p> </div> <div data-bbox="669 1644 816 1793">  </div> <div data-bbox="919 1644 1066 1793">  </div>