

**ARYAVAN ENTERPRISE LIMITED**

**27<sup>TH</sup> ANNUAL REPORT**

**2018-19**

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### ***Company Information***

<b><u>Board of Directors</u></b>	1. Mr. Jitendrakumar Malviya	Managing Director
	2. Mr. Tejas Chavda	Non Executive Director
	3. Mr. Sunilkumar Thakkar	Non Executive Director
	4. Mr. Narayansinh Chauhan	Independent Director
	5. Ms. Sejal Ladhawala	Independent Director
<b><u>Audit Committee</u></b>	1. Mr. Jitendrakumar Malviya	Chairman
	2. Mr. Narayansinh Chauhan	Member
	3. Ms. Sejal Ladhawala	Member
<b><u>Nomination and Remuneration Committee</u></b>	1. Mr. Narayansinh Chauhan	Chairman
	2. Ms. Sejal Ladhawala	Member
	3. Mr. Tejas Chavda	Member
<b><u>Stakeholders' Relationship Committee</u></b>	1. Mr. Jitendrakumar Malviya	Chairman
	2. Mr. Narayansinh Chauhan	Member
	3. Ms. Sejal Ladhawala	Member
<b><u>Key Managerial Personnel</u></b>	Ms. Disha Barot	Company Secretary
	Mr. Tejas Chavda	Chief Financial Officer
	Mr. Jitendrakumar Malviya	Managing Director
<b><u>Statutory Auditor</u></b>	M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad	
<b><u>Secretarial Auditor</u></b>	Mr. Jitendra Parmar, Practicing Company Secretary	
<b><u>Share Transfer Agent</u></b>	Satellite Corporate Services Pvt. Ltd. B-302, Sony Apartment, Opp. St. Judes High School, Off Andheri Kurla Road, Jarimari Sakinaka, Mumbai – 400 072	
<b><u>Registered Office</u></b>	308, Shital Varsha Arcade, Girish Coldrinks Cross Road, C. G. Road, Ahmedabad – 380 009	

## **NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of **ARYAVAN ENTERPRISE LIMITED (Previously known as Deepti Alloy Steel Limited)** will be held on 19<sup>th</sup> September, 2019 at the Registered Office of the Company situated at 308, Shital Varsha Arcade, Opp. Girish Cold Drinks, C. G. Road, Navrangpura Ahmedabad – 380 009 to transact the following business.

### **ORDINARY BUSINESS:**

1. To consider and adopt the standalone audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2019 and statement of Profit and Loss account together with the notes forming part thereof and Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors (“The Board”) and Auditor thereon.
2. To appoint a director in place of Mr. Jitendra Malviya, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Alteration of Objects Clause in the Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT**, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 3 and the remaining sub-clauses be re-numbered accordingly:

To carry on the business of buying, selling, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of basic drugs, analytical chemists, druggists, drysalts, in pharmaceutical, medicinal, chemicals, biological, biochemical, electrolytic drugs, fine chemicals, ingredients, products and compounds, cosmetics, non prescribed drugs, health care products, food preservatives and additives, artificial flavouring, artificial dyes and coloring agents, oleoresins, beauty and skin care products, perfumes, colognes, food supplements, health aids, glamour products, Birth control medicines and devices and lubricants.”

#### **4. Appointment of Ms. Sejal Ladhawala as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sejal Ladhawala (DIN: 07331231), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires as on this Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

#### **5. Appointment of Mr. Tejas Chavda as a Non-Executive Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT**, pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) Mr. Tejas Chavda (DIN: 08379972), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 2<sup>nd</sup> March, 2019 and whose term of office expires at this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from the here along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**6. Appointment Of Mr. Sunilkumar Thakkar As A Non-Executive Director Of The Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT**, pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) Mr. . Sunilkumar Thakkar (DIN: 08379996), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 2<sup>nd</sup> March, 2019 and whose term of office expires at this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from the here along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Registered Office:**

308, Shital Varsha Arcade,  
Opp. Girish Cold Drinks,  
C. G. Road, Navrangpura  
Ahmedabad – 380 009

**Place: Ahmedabad**

**Date: 19<sup>th</sup> August, 2019**

**By the Order of the Board  
Aryavan Enterprise Limited**

**Jitendra Malviya  
Managing Director  
DIN: 08015437**

### **Notes:**

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE TWENTY SEVENTH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A person can act as a proxy on behalf of maximum of 50 shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A shareholder holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Every shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
3. A proxy form is enclosed herewith. In case a shareholder wants to appoint a proxy, a duly completed and stamped proxy form must reach the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Twenty Seventh Annual General Meeting.
5. Shareholders who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and shareholders are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Satellite Corporate Services Private Ltd, B-302, Sony Apartment, Opp. St. Judes High School, Off Andheri Kurla Road, Jarimari Sakinaka, Mumbai, Maharashtra - 400 072, Tel: 022-28520461/462.
6. Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the Twenty Seventh Annual General Meeting.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
8. Electronic copy of the notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 24<sup>th</sup> August, 2019 at the email Ids registered with the Company/RTA//DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 24<sup>th</sup> August, 2019 and who have not

registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to them in the permitted mode.

- 9.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 and 21 of Companies (Management and Administration (Rules), 2014 as amended from time to time and pursuant to Regulation 44 of SEBI (LODR), 2015 the Company is pleased to provide the shareholders of the company facility to exercise their right to vote by electronic means for the resolution set forth in this notice through remote E- voting services provided by National Securities Depository Limited (NSDL). The detail instructions for E -Voting are annexed to this Notice separately.
- 10.** Shareholders are also informed that voting shall be by both the means i.e. polling paper and E -voting. Shareholders who could not vote through remote E-Voting can exercise their voting rights at the Twenty Seventh Annual General Meeting. The Company will make arrangements of polling papers in this regard at the Meeting's Venue. The shareholders attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right to vote at the meeting.
- 11.** However, the shareholders who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case the shareholders have cast their vote, through E - Voting and Polling Papers, then voting through E-voting shall prevail and voting done by Polling Papers shall be treated as invalid.
- 12.** The Company has set 12<sup>th</sup> September, 2019 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Twenty Seventh Annual General Meeting, for both E- Voting and Voting by Physical Mode through polling papers.
- 13.** The Board of Directors of the Company has appointed Mr. Jitendra Parmar, Practising Company Secretary, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper Voting process for the Twenty Seventh Annual General Meeting in a fair and transparent manner.
- 14.** The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the E-voting & Paper Poll Votes indicates that the requisite majority of the Shareholders had assented to the Resolution.
- 15.** The scrutinizer shall, immediately after the conclusion of voting at the Twenty Seventh Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith. After declaration, the result of the E-voting and Paper Poll Votes will also be posted on the Company's website [www.aryavanltd.com](http://www.aryavanltd.com) besides communicating the same to NSDL and Satellite Corporate Services Private Ltd, Registrar and Share transfer Agents on the said



date and also to Bombay Stock Exchange, Main Board where the shares of the Company are listed.

16. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
17. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
18. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 12<sup>th</sup> September, 2019 (the "Cut-off" date) can exercise remote E-Voting by obtaining the Login Id and Password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./ DP ID/ and Client ID No. However, if such shareholder is already registered with CDSL for remote E-Voting then the existing user ID and password can be used for casting their vote.
19. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their depository participant(s).
20. The route map showing directions to reach the venue of the 27<sup>th</sup> Annual General Meeting is annexed.
21. Additional information, pursuant to Regulation 36 of the SEBI LODR Regulations and as per Secretarial Standard -2 issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Explanatory Statement.
22. General information on E- Voting: -
  - i.
  - ii. The Voting rights of the shareholders will be in proportion of their shares as on 12<sup>th</sup> September, 2019 to the paid up share capital of the Company.
  - iii. The scrutinizer shall count the votes cast at the Meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, in not later than two days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
  - iv.
  - v. The Voting results of the Twenty Seventh Annual General Meeting so declared shall be immediately placed on the BSE website and will also be available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - vi.

**The Instructions for shareholders voting electronically are as under:**

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of Aryavan Enterprise Limited. Members can cast their vote online from **16<sup>th</sup> September, 2019 (9:00 am)** till **18<sup>th</sup> September, 2019 (5:00 pm)**.

**Note: e-Voting shall not be allowed beyond said time.**

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [csjitendraparmar@gmail.com](mailto:csjitendraparmar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).