

23rd
ANNUAL REPORT
2012 - 2013



ATHARV ENTERPRISES LIMITED

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BOARD OF DIRECTORS	Mr. Jagdish Chandra Gadiya - Chairman & Managing Director
	Mr. Deepak Mandowara - Executive Director
	Mr. Nitten Jaju - Promoter & Non-Executive Director
	Mr. Kaushal Ameta - Independent & Non-Executive Director
	Mr. Ravikant Gupta - Independent & Non-Executive Director
	Mr. Arjun Mundra - Independent & Non-Executive Director
	Mr. Rohan Sharma - Company Secretary

BOARD COMMITTEES

➤ AUDIT COMMITTEE

Arjun Mundra	-	Chairman
Ravikant Gupta	-	Member
Kaushal Ameta	-	Member

➤ SHARE TRANSFER / INVESTOR GRIEVANCES REDRESSAL COMMITTEE

Jagdish Chandra Gadiya	-	Chairman
Kaushal Ameta	-	Member
Ravikant Gupta	-	Member

CHIEF EXECUTIVE OFFICER

Mr. Jagdish Chandra Gadiya

COMPLIANCE OFFICER

Mr. Rohan Sharma

STATUTORY AUDITORS

M/s. Sanjay Vhanbatte & Co.
Chartered Accountants,
B-1, Shashi Plaza, Shanhupuri,
3rd Lane, Kolhapur 416 001

INTERNAL AUDITOR

M/s. Anil Naik
Chartered Accountants,

REGISTRAR & SHARE TRANSFER AGENT

M/s. Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri E, Mumbai, Maharashtra
Email ID: info@adroitcorporate.com
Tel. No.: 022-2859 0942/2850 3748;
Fax No.: 022-26924438

REGISTERED OFFICE ADDRESS

SF 4/5, IInd Floor, Arihant Tower,
Station Road, Kolhapur,
Maharashtra – 416 001
Web Address: www.atharventerprises.com
E-mail ID: atharventerprisesltd@gmail.com

BANKERS

Axis Bank Limited
HDFC Bank Limited

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of ATHARV ENTERPRISES LIMITED will be held on Thursday, the 19th September, 2013 at 11.00 AM at Arihant Tower, S.F. 4/5, 2nd Floor, Station Road, Kolhapur 416001 to transact the following business:

Ordinary Business :

1. To receive, consider and Adopt the Audited Balance Sheet as at 31st March 2013 and the Profit and Loss Statement and the Cash Flow statement for the year ended on that date and Report of the Directors and Auditor thereon.
2. To re-appoint Mr. Arjun Mudra as a director who retires by rotation at the ensuring Annual General Meeting and being eligible, offers himself for reappointment.
3. To re-appoint M/s Sanjay Vhanbatte & Co., Chartered Accounts, as the Auditor of the Company for the financial year 2013-2014, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and on such terms and conditions as may be decided between the said auditor and the company.

Special Business :

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

"Resolved that pursuant to provision of section 257 and other applicable provision, if any of the companies Act, 1956, Mr. Ravikant Gupta who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 be and is hereby appointed as director of the Company, liable to retire by rotation, in terms of the provisions of Articles of Association of the Company."

5. SUB-DIVISION OF SHARES

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 the Articles of Association of the Company and Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee thereof), consent of the Members be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the paid-up shares, such that each existing Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten) each be sub-divided into 8,50,00,000 Equity Shares of the face value Re. 1/- (Rupee One) each and consequently, the Authorized Share Capital of the Company of Rs.10,00,00,000/- consisting of 1,00,00,000 Equity Shares of Rs. 10/- each would comprise of 10,00,00,000 Equity Shares of Re. 1/- each.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid up Equity Shares of face value Rs. 10 /- (Rupees Ten) each, shall stand sub-divided into Equity Shares of face value of Re. 1/- (Rupee One) each, fully paid-up.

RESOLVED FURTHER THAT the existing/ original Share Certificates shall be treated as cancelled and that new certificates in respect of the Equity Shares of Re. 1/- each be issued in lieu of the existing Equity Shares of Rs. 10/- each in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories namely **National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL")**, Reserve Bank of India and/or any other relevant statutory authority, if any, cancellation or

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rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

6. ALTERATION OF THE MEMORANDUM OF ASSOCIATION 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 section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. The Authorized Share Capital of the Company is **Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 1/- (Rupee One only)."**

RESOLVED FURTHER THAT the Director of the Company be and are hereby authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

7. ALTERATION OF THE ARTICLES 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 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Article No. 4** of the Articles of

Association of the Company be and is hereby substituted by the following:

4. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores only) Equity Shares of Re. 1/- (Rupee One only) each with the rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4 :

Pursuant to the provisions of Section 260 of The Companies Act, 1956, and to comply with clause 49 of listing agreement, the Board of Directors of the Company has appointed, Mr. Ravikant Gupta as an Additional Director in the category Non executive Independent director of the Company with effect from 21st September, 2012.

In terms of the provisions of Section 260 of the Companies Act, 1956 Mr. Ravikant Gupta would hold office up to the date of this Annual General Meeting.

The Company has received a Notice in writing from a member proposing the candidature of Mr. Ravikant Gupta

for the office of Director of the Company under the provisions of Section 257 of the Act along with the requisite deposit. The board recommends this resolution for your approval.

Save and except Mr. Ravikant Gupta, none of the other Directors of the Company is in any way, concerned or interested in the resolution.

Item No. 5 & 6:

Your Board at its meeting held on 13th August, 2013, subject to the approval of the members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to alter the authorized share capital of the Company as the Company has proposed for Sub-division of the existing Equity Shares of face value of Rs. 10/- each to face value of Re. 1/- each, due to which, the existing Capital Clause no. V of the Memorandum of Association of the Company needs to be altered.

The Proposed resolution under this item No. 5 seeks to obtain members' approval to alter Capital Clause as mentioned above in the Memorandum of Association of the Company. Pursuant to section 16 of the Companies Act, 1956 if the Memorandum is to be altered, an Ordinary Resolution is required to be passed by the members of the Company.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection by the members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days except Sundays & Public holidays up to the date of this Annual General Meeting.

None of your Directors are in any way interested in the above resolution, except to the extent of their shareholding in the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 5 of the Notice of the Annual General Meeting.

Item No. 7:

Your Board at its meeting held on 13th August, 2013, subject to the approval of the members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to alter the authorized share capital of the

Company as the Company has proposed for Sub-division of the existing Equity Shares of face value of Rs. 10/- each to face value of Re. 1/- each, due to which, the existing Article no. 4 of the Articles of Association of the Company needs to be altered.

The Proposed resolution under this item No.7 seeks to obtain members' approval to alter Capital Clause as mentioned above in the Articles of Association of the Company. Pursuant to section 31 of the Companies Act, 1956 if the Articles are to be altered, a Special Resolution is required to be passed by the members of the Company.

A Copy of the Articles of Association of the Company with the proposed amendment will be available for inspection by the members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days except Sundays & Public holidays up to the date of this Annual General Meeting.

None of your Directors are in any way interested in the above resolution, except to the extent of their shareholding in the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No.7 of the Notice of the Annual General Meeting.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy forms should be stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the meeting. Proxies shall not have any right to speak at the meeting.
2. Members desirous of obtaining any information concerning the accounts and operation concerning the accounts and operation of the company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

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4. The Share Transfer Books and the Register of Members of the Company shall remain closed from Friday, 13th September, 2013 to Thursday, 19th September, 2013 [Both days inclusive]
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & Public holidays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
6. Members are requested to notify immediately any change in their address /bank mandate to their respective Depository Participant (DP) in respect for the of their electronic share accounts and to the Company's Register & Share Transfer Agent at M/s. Adroit Corporate Services Pvt Ltd at 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai, Maharashtra, 400059 in respect of their physical share folios.
7. Members are Requested to bring their copy of Annual Report to the Meeting along with their respective Attendance Slip sent herewith duly filled for attending the Meeting.
8. Since the securities of the Company are compulsorily tradable in electronic form to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialized at the earliest.

Details of Directors seeking appointment or reappointment in the Annual General Meeting fixed on 19th September, 2013 (in pursuance to clause 49 of the Listing Agreement:

Name of the Director	Mr. Arjun Mundra
Date of Birth	04 th September, 1963
Date of Appointment	12 th August, 2011
Experience in specific function areas	Accounts, Taxation and Audit
List of outside Directorship held	Nyati Mundra Financial Management Consultants Private Limited

Chairman/Member of the Committees of the Board of the Company.	Audit Committee
Chairman/Member of the Committees of the Board of other Companies.	-

On behalf of the Board of Directors

Sd/-
Jagdish Chandra Gadiya
Chairman & Managing Director

Kolhapur
Date : 13th August 2013

Registered Office
Arihant Tower, S.F. 4/5, 2nd Floor,
Station Road, Kolhapur 416001.

DIRECTOR'S REPORT

TO,
The Members,
ATHARV ENTERPRISES LIMITED

Your Directors have pleasure in presenting the 23rd Annual Report with the Audited Statement of Accounts of your Company for the financial year ended 31st March, 2013.

FINANCIAL RESULTS

Particulars	March 31, 2013	March 31, 2012
Gross Receipt	71,892,682	17,429,596
Profit before Tax	5,717,021	2,217,262
Tax Expense	1,932,520	110,815
Net Profit & Loss for the Year from continuing operations	3,784,501	2,106,447
Tax expense of discontinuing operations	-	140,481
Total Operations	3,784,501	1,965,966

BUSINESS PERFORMANCE

During the financial year the company has discontinued its two activities carried by the divisions namely "Yarn and Marketing Division" and "Electrical Division". For the financial year under review the company has carried out its trading activity and which results into increase in Net profit. The balance sheet of our company shows a net profit of Rs. 37.85 lacs as against Rs. 19.66 lakhs in the previous year. The gross receipt amounted to Rs. 718.93 Lacs as against 174.30 lacs in the previous year.

DIVIDEND

The Board of directors does not recommend any dividend for the year ended March, 31, 2013.

FUTURE PROJECTS & REVIEW

1. The Company has loaned money on interest on call basis to known parties only.
2. M/s. Green Fuel Tech where company owns 25% stake is into manufacture of Biomass Briquettes and the said firm has shown profits in the financial year under review of operations as well.

3. The company is a co-promoter in 'M/s. Sunchemie Industries Pvt Ltd, Sri Lanka'. The Sri Lankan company has got all relevant clearances to put up a waste and used oils re-refining plant. However, the term loan has not been financed as yet which is a cause of concern. The Sri Lankan company may sell its licenses and return the monies invested by the company.

DIRECTORS

As per the Provisions of Companies Act, 1956 and Articles of Association of the Company Mr. Arjun Mundra retire by rotation and are eligible for reappointment.

Mr. Ravikant Gupta was appointed as additional director of the company pursuant to section 260 of the Companies act, 1956 with effect from 21st September, 2012.

It is proposed to appoint Mr. Ravikant Gupta as Non executive independent director of the company whose term expires as additional director in the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 217 (2AA) read with Section 292A of the Companies Act, 1956, we, the Directors of Atharv Enterprises Limited, state in respect of Financial year 2012-13 that:

- a) In the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper 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 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;

COMMENTS ON AUDITOR QUALIFICATION

1. The company is a co-promoter in 'M/s. Sunchemie Industries Pvt Ltd, Sri Lanka'. The Sri Lankan company has got all relevant clearances to put up a waste and used oils re-refining plant. However, the term loan has not been financed as yet which is a cause of concern. The Sri Lankan company may sell its licenses and return the monies invested by the company.

AUDITORS

M/s. Sanjay Vhanbatte & Company, Chartered Accountants, retire in this general meeting. Being eligible, he has offered himself for reappointment. It is decided to appoint M/s. Sanjay Vhanbatte & Company, Chartered Accountants, with approval of members in forthcoming Annual General Meeting of the Company.

FIXED DEPOSIT

We have not accepted any fixed deposits from public and, as such, no amount of principal or interest was outstanding as of the balance sheet date.

INTERNAL AUDITORS

M/s. Anil Naik, Chartered Accountants, have been appointed as Internal Auditors of the company.

OTHER DISCLOSURES

During the year 2012-13, the Company has allotted 29,90,000 Equity Shares of Rs. 10/- each at a Premium of Rs. 27/- per share on 27th April, 2012 on Preferential Allotment basis. Out of which 7,50,000/- equity shares are allotted to promoters and 22,40,000 shares are allotted to other than promoters. This Preferential allotment has been approved by Members of the Company on 29th March, 2013 through Extra Ordinary General Meeting as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for raising funds for the expansion of business and general corporate purpose of the Company. The said Equity Shares are listed on Bombay Stock Exchange Limited (BSE).

The Company has giving interest bearing advances during the year however that is not the principal business of the company. The Company has loaned money on interest on call basis to known parties only. The management of the company is ready to apply for register the company as "Non Banking Financial Company" if the company is required to be registered on count of giving interest bearing advances to known parties as per the norms, rules and regulation framed by the Reserve Bank of India in this regards.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with Stock Exchange, a separate section titled Corporate Governance Report has been included in this annual report. A certificate from the Auditors of the company regarding compliance of conditions of Corporate Governance has also been attached to this annual report.

The Board has laid down Code of Conduct for all Board Members and Senior Management of the Company. All Board members and senior management personnel have affirmed compliance with the code of conduct.

CONSOLIDATED FINANCIAL STATEMENT

In terms of listing agreement with stock exchange the duly audited consolidated financial statement has been included in this annual report.

PARTICULARS OF EMPLOYEES:

The company has no employee whose particulars are required to be disclosed pursuant to section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details about conservation of energy, technology absorption, foreign exchange earning and outgo as required by section 217(e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as given below