

24th

ANNUAL REPORT

2013 - 2014



ATHARV ENTERPRISES LIMITED

24th Annual Report 2013-14

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BOARD OF DIRECTORS :

Mr. Jagdish Chandra Gadiya	–	Chairman And Managing Director
Mr. Deepak Mandowara	–	Executive Director
Mr. Kaushal Ameta	–	Independent and Non-Executive Director
Mr. Ravikant Gupta	–	Independent and Non-Executive Director
Mr. Arjun Mundra	–	Independent and Non-Executive Director
Mr. Rohan Sharma	–	Company Secretary

BOARD COMMITTIES :**➤ 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,
First Floor, Mahalaxmi Bank Building,
Near Kelvekar Hospital, Tarabai Park,
Kolhapur - 416 003.

REGISTRAR AND SHARE TRANSFER AGENT

M/s Adroit Corporate Services Private Limited
19, jaferbhoy industrial estate, 1st Floor, Makwana Road,
Marol Naka, Andhei (E), Mumbai
E-mail Id : info@adroitcorporate.com
Tel. No : 022-2859 0942/2850 , Fax No.: 022-26924438

INTERNAL AUDITORS

M/s. Anil Naik
Chartered Accountants

REGISTERED OFFICE ADDRESS

SF 4/5, IInd Floor, Arihant Tower
Station Road, Kolhapur, Maharashtra - 416001
Tel.: 0231-2650152
E-mail Id : atharventerprisesltd@gmail.com
Web Address : www.atharventerprises.com

BANKERS

Axis Bank Limited

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of ATHARV ENTERPRISES LIMITED will be held on Friday, the 19th September, 2014 at 11.00 AM at Arihant Tower, S.F. 4/5, IInd 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 2014, the Profit and Loss Statement and the Cash Flow statement for the year ended on that date along with the Report of the Directors and Auditor thereon.
2. To re-appoint Mr. Deepak Mandowara (DIN : 06406616) as a director who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration and, in this regards to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

RESOLVED THAT pursuant to provisions of Section 139 and Section 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made there under, M/s. Sanjay Vhanbatte & Co, Chartered Accountants (Registration No. 044808), the retiring auditors be and hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM (subject to ratification by shareholders at every AGM held after this AGM.

Special Business :

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

"RESOLVED THAT pursuant to recommendation and approval of the Board of Directors and in accordance with the provisions of sections 197, 198 and all other applicable provisions of the Companies Act, 2013, and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Managing Director of the company Mr. Jagdish Chandra Gadiya be and is hereby increased from 15,000/- p. m to 50,000/- p. m. with effect from 1st April 2014.

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of the Whole time Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, perquisites as specified above, after ensuring compliance with the requirements of the section II of Part 5 II of Schedule V appended to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors shall have discretion and authority to modify the foregoing terms of remuneration if agreeable to Mr. Jagdish Chandra Gadiya within, however, the maximum limit prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to these resolutions."

5. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, of the Companies Act, 2013 (statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules framed there under, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company by adopting Table F of Schedule I of the Companies Act, 2013"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to this Resolution."

6. To appoint Mr. Arjun Mundra (DIN: 00420327), as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and any other applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Arjun Mundra (DIN: 00420327), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director as per section 160 of Companies Act, 2013, be and hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019

7. To appoint Mr. Kaushal Ameta (DIN: 02143786), as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and any other applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kaushal Ameta (DIN: 02143786), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019.

8. To appoint Mr. Ravikant Gupta (DIN: 02041825), as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and any other applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ravikant Gupta (DIN: 02041825), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019.

Notes:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the Annual General Meeting is annexed hereto.
2. With effect from April 01, 2014, inter-alia, provisions of Section 149 of the Companies Act, 2013 has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to independent directors. Therefore, the directors liable to retire by rotation have been re-ascertained on the date of this notice.
3. 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.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not more than fifty members and holding in

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aggregate not more than ten percent of the total Share Capital of the Company, carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

5. 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.
6. 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.
7. 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.
8. The Share Transfer Books and the Register of Members of the Company shall remain closed from 12th September, 2014 to 19th September, 2014 [Both days inclusive]
9. 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.
10. 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 P. Ltd. 19, Jaferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, MUMBAI – 400 059 in respect of their physical share folios.

11. 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.

12. 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.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out all the material facts relating to the Special Business of the accompanying Notice of the Annual General Meeting of the Company to be held on Friday, the 19th September, 2014 at 11.00 am.

Item No. 4 :

The terms of remuneration of Mr. Jagdish Chandra Gadiya increased from 15,000/- p. m. to 50,000/- p. m. with effect from 1st April 2014 with the approval of Board of Directors of the company.

As per section I of Part-II of Schedule V to the Companies Act, 2013 if the company has adequate profits, the Board may fix/revise remuneration within the ceiling as provided in section 197 of that Act which is 10% of the net profits. In terms of section 197 and other applicable provision of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, the Board can revise the remuneration subject to approval of the shareholders in general meeting.

Mr. Jagdish Chandra Gadiya are interested in resolution set out at item no. 4 of the Notice, which pertain to their remuneration.

None of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Directors recommend the resolution set out in item no. 4 for approval of the members by way of special resolutions.

Item No.: 5

With the promulgation of the Companies Act, 2013 together with various schedules thereto and the Rules made there under in replacement of the Companies Act, 1956, it has become necessary to modify the existing Articles of Association so as to have the effect of bringing various existing Articles, in consonance with the provisions of the Act, to the extent they are repugnant to and / or variance with the provisions thereof, with reference to the various sections of the Companies Act, 1956 being deemed to be and read as reference to the corresponding Sections of the Act, wherever appearing. The Directors recommend the Adoption of new set of Article of Association set out at Item no. 5 of the accompanying Notice for the approval of the Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in passing of the Resolutions set out in the Item No. 5

Item No.: 6 to 8

In accordance with the relevant provisions of the Article of Associations of the Company and erstwhile provisions of the Companies Act, 1956. Mr. Arjun Mundra, Mr. Kaushal Ameta, and Mr. Ravikant Gupta, Independent Directors were appointed/re-appointed by the Members of the company in the 24th AGM held on Friday, the 19th September, 2014 Pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed there under read with Schedule IV to the Act, as amended from time to time with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013 which is effective 1st April, 2014, those Independent Directors who have already serve for ten or more years will

serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>"Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>" In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p> <p>Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>*Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to logon

to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) The voting period begins on 15/09/2014 (9.30 am) and ends on 17/09/2014 (5.30 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22/08/2014.

(xxi) Mr. Pravin Ningnure Proprietor of M/s Pravin Ningnure & Associates, Practicing Company Secretaries (Membership No. 30399, CP No. 10992) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxii) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.atharventerprises.com. and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.