

## ARIHANT AVENUES AND CREDIT LIMITED

NOTICE is hereby given that Eighteenth ( 18<sup>th</sup> ) Annual General Meeting of the members of the Company will be held on 7<sup>th</sup> August, 2013 at 11.00 a.m. at the Registered Office of the Company situated at 3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380 014 to transact the following business :-

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance sheet as on 31<sup>st</sup> March, 2013 and Profit and Loss Account for the year ended on that date alongwith the Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri Jayantilal N. Shah, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Pawankumar Somani, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

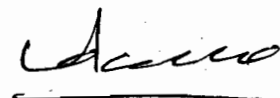
### SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an Ordinary Resolution

“RESOLVED THAT, pursuant to provision of Section 257 and other applicable provision of the Companies Act, 1956 Mr. Dineshkumar Maheshwari, who has consented to act as a Director of the Company and in respect of whom a notice in writing has been received from a member of the Company signifying his intention to propose him as a Director of the Company, be and is hereby appointed as a Director liable to retire by rotation.”

By Order of the Board of Directors of  
ARIHANT AVENUES AND CREDIT LIMITED

Date : 29/05/2013  
Place : Ahmedabad



K.J. KABRA  
MANAGING DIRECTOR

**NOTES:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books will remain close from 5<sup>TH</sup> August, 2013 to 7<sup>th</sup> August, 2013 ( both days inclusive ).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
5. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business is as under :

Item No. 5


The Company has received a notice in writing from a member of the Company along with the consent letter of Mr. Dineshkumar Maheshwari signifying his intention to propose him as a Director of the Company. The Company has also received requisite fees of Rs. 500/- along with the notice, which shall be refunded if appointed. The brief profile of Mr. Dineshkumar Maheshwari

None of the Directors of your Company are interested in the above resolution. The Board of Directors recommend passing of this resolution.

Date : 29/05/2013

Place : Ahmedabad

By Order of the Board of Directors of  
ARIHANT AVENUES AND CREDIT LIMITED



K.J. KABRA  
CHAIRMAN CUM MANAGING DIRECTOR

## DIRECTORS REPORT

To,  
The members,

Your Directors have the pleasure in presenting the Annual Report together with the Audited Statement of Account for the year ending on 31<sup>st</sup> March, 2013.

### **Financial Results :**

Particulars	Current Year ( 2012 – 2013 )	Previous Year ( 2011 – 2012 )
Income from Operation	0	2011651
Other Income	4056915	4197957
Depreciation	0	0
Profit / (Loss) for the year	2043174	2503802
Income Tax ( Earlier year )	0	50895
Provision for Income Tax	295000	800000
Net Profit / (Loss ) after provision for Tax	1748174	1652907
Balance Brought forward from previous year	10372652	8719745
Balance carried to Balance sheet	12120826	10372652

### **DIVIDEND :**

Your directors do not recommend any dividend for the year.

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

The disclosures required to be made pursuant to the provisions of section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in respect of Report of Directors) Rules, 1988 are not applicable. There was no foreign exchange earnings and outgo during the year under the review.

### **PERSONNEL :**

The information required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies ( Particulars of Employees) Rules, 1975 does not apply as no employee fall within that category.

### **AUDITORS :**

The auditors M/s. V.K. Moondra & Co., Chartered Accountants offers themselves for reappointment at the ensuing annual general meeting. The company has received a letter from the auditors stating that their appointment if made will be within the limits of Section 224 (1) (B) of the Companies Act, 1956. The Directors recommend for their reappointment.

#### **AUDITORS QUALIFICATION :**

There is no adverse qualification or remarks or comments made by the Auditors in its report.

#### **DEPOSITS :**

Your Company has not contravened the provisions of Section 58 A of the Companies Act, 1956.

#### **LISTING :**

The shares of the company are listed at Ahmedabad Stock Exchange and Mumbai Stock Exchange. Listing fees of Bombay Stock Exchange is paid for the year 2013 – 2014, while that of Ahmedabad Stock Exchange is unpaid.

#### **DIRECTORS RESPONSIBITLY STATEMENT :**

1. The annual accounts have been prepared by following the applicable accounting standards together with proper explanation relating to material departures.
2. The directors have selected such accounting policies and applied them consistently and made judgements 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 and loss account for that period.
3. The Directors took proper and sufficient care for the maintenance of proper and adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
4. The annual accounts are prepared on going concern basis.

#### **MATERIAL CHANGES AND COMMITMENTS IF ANY AFTER BALANCESHEET DATE :**

There are no material changes and commitments, if any, which may have adverse effect on the operations of the Company.

## **MANAGEMENT DISCUSSION AND ANALYSIS :**

During the year under the review, the total income from interest was Rs. 4056915. Further capital market is subject to various internal and external factors such global economic scenario, political stability, economic policies of the government, tax factors affecting the capital market etc. Though the directors of the company have a wide experience in the field of capital market but the company have no control over the external factors while making investment. However due to their wide experience and critical analysis the company is taking steps to overcome the situation.

Statements made in the above para in regard to projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Many unforeseen factors may come into play and effect the actual results which could be different from what Directors envisage in terms of future performance and outlook.

## **APPRECIATION :**

Your Directors wish to convey their thanks to all the bankers, suppliers, customers and other persons for their continued support to the company.

For, and On Behalf of Board of Directors of  
**ARIHANT AVENUES & CREDIT LTD.**



**CHAIRMAN**

Date : 29/05/2013

Place : Ahmedabad

## **CORPORATE GOVERNANCE**

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India [ SEBI ] furnishes its report as under :

### **1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE :**

The company philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity in all facts of its operations, and in all its inceptions with its stakeholders, including shareholders, employees and the government. Arihant Avenues & Credit Limited believes in enhancing shareholders value, over a period of time.

The company firmly believes in and has consistently practiced good corporate governance for the efficient conduct of its business and for meeting its obligations towards all its shareholders.

The Company has tuned up its corporate governance practice so as to bring them in conformity with requirements of clause 49 of the listing agreement.

### **2. COMPOSITION OF BOARD OF DIRECTORS :**

Sr. No	Name of the Director	Category of Director	No. of Board meetings attended	Attendance at the last AGM	No. of other directorship held ( Public Company)	No. of committee / membership* held in other company
1	Krishna Awtar Kabra	Executive	5	Yes	Nil	Nil
2	Satyanarayan Kabra	Executive	5	Yes	Nil	Nil
3	Pawankumar Somani	Non-Executive - Independent	5	Yes	Nil	Nil
4	Dinesh A. Turakia	Non-Executive - Independent	5	Yes	Nil	Nil
5	Jayantilal N.	Non-	5	Yes	Nil	Nil

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\* Only Remuneration Committee, Shareholders / Investors Grievance Committee and Audit Committee are considered for the purpose.

During the year five Board meetings were held on 14/04/2012, 05/07/2012, 13/08/2012, 9/11/2012 and 14/02/2013

The information required to be given for the Directors seeking reappointment at the Annual General Meeting as per clause 49 (VI) is as under :

Name of the Director	Jayantibhai N. Shah
Father Name	Nanalal Shah
Date of Birth	7 <sup>th</sup> April, 1964
Date of Appointment	5 <sup>th</sup> October, 2003
Qualification	B. Com
Name of the Companie(s) in which he is a director other than Arihant Avenues & Credit Limited	Nil
Specific functional Areas	He has expert knowledge of accounting and investment matters.
Shareholding in the Company as on 31 <sup>st</sup> March, 2013	Nil

Name of the Director	Pawankumar Somani
Father Name	Nagarmal Somani
Date of Birth	4/3/1967
Date of Appointment	16/8/2000
Qualification	B.Com
Name of the Companie(s) in which he is a director other than Arihant Avenues & Credit Limited	Nil
Specific functional Areas	He has expert knowledge of accounting and investment matters.
Shareholding in the Company as on 31 <sup>st</sup> March, 2013	Nil

Name of the Director	Dineshkumar Maheshwari
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Father Name	Shesh Narayan Maheshwari
Date of Birth	04/05/1962
Date of Appointment	Proposed to be appointed at the AGM.
Name of the Company(ies) in which he is a director other than Arihant Avenues & Credit Limited	Nil
Specific functional Areas	He has expert knowledge of accounting and investment matters.
Shareholding in the Company as on 31 <sup>st</sup> March, 2013	Nil

### 3. AUDIT COMMITTEE :

The company has constituted audit committee consisting of Shri Pawankumar Somani ( Chairman ), Shri Jyantibhai N. Shah and Shri Dinesh A. Turakia.

The terms of reference are as specified in Section 292A of the Companies Act, 1956 and clause 49 of the Listing agreement. During the year the committee met 5 times on 14/04/2012, 05/07/2012, 13/08/2012, 9/11/2012 and 14/02/2013.

The minutes of the Audit committee are circulated to the Board members.

### 4. REMUNERATION COMMITTEE :

The remuneration committee consists of Shri Pawankumar Somani [ Chairman ], Shri Jyantibhai N. Shah and Shri Dinesh A. Turakia. Since there was no proposal for the enhancement of remuneration of Directors, the committee did not met any time during the year. The remuneration committee has been constituted to recommend / review the remuneration package of the Managing / Whole time Director based on the performance and defined criteria. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is consistent with the industry practice. During the year under the review the Company has paid salary of Rs. 90,000 to Shri Krishnaavtar J. Kabra.

### 5. SHAREHOLDERS COMMITTEE :

The Shareholders committee consists of Shri Pawankumar Somani [ Chairman ], Shri Dinesh A. Turakia and Shri Jyantilal N. Shah. Name and Designation of the Compliance Officer : Shri Krishnaavtar J. Kabra, Managing Director. During the year under the review no investors complaints was received.

### 6. GENERAL BODY MEETINGS :

The date, time and venue of last three annual general meetings are as follow :



YEAR	LOCATION	DAY & DATE	TIME
2008 – 2009	3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014	Wednesday, 30 <sup>th</sup> September, 2009	11.00 A.M.
2009 – 2010	3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014	Thursday, 30 <sup>th</sup> September, 2010	11.00 A.M.
2010 - 2011	3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014	Thursday, 30 <sup>th</sup> September, 2011	11.00 A.M.
2011 - 2012	3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014	Saturday, 29 <sup>th</sup> September, 2012	11.00 A.M.

During the financial year 2012-13 no Extraordinary General Meeting was held. No Special Resolution was put at vote during the last three AGM. No resolution was proposed to be passed through Postal Ballot.

## 7. CODE OF CONDUCT

The Board of Directors has already adopted the Code of Ethics and Business Conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration given by the Managing Director and CEO is given below :

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2012 – 2013.”

Sd/-

(Krishna Awtar Kabra )

(Managing Director )

Subsidiary Company : The Company does not have any subsidiary company.

8. **SHAREHOLDERS INFORMATION :**

(i)	Annual General Meeting Date, Time and Venue	Date : 7 <sup>th</sup> August, 2013 Time : 11.00 A.M. Venue : Registered Office
(ii)	Financial Calendar Year	1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013
(iii)	Date of Book Closure	5 <sup>TH</sup> August, 2013 to 7 <sup>th</sup> August, 2013 ( both days inclusive )
(iv)	Dividend Payment Date	Not applicable
(v)	ISIN No. for ordinary shares of the company in Demat form	INE193D01019
(vi)	Registered Office	3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014
(vii)	Registrar and Transfer Agent	Sharepro Services, 3 <sup>rd</sup> Floor, Satam Industrial Estate, Chakla, Andheri (East), Mumbai – 400 099
(viii)	Plant Locations	Not applicable
(ix)	Investor Correspondence	Arihant Avenues and Credit Limited 3, Rajesh Apartment, B/h. Navgujarat College, Ashram Road, Income Tax, Ahmedabad – 380014
(x)	Means of Communication	Quarterly results are available at the registered office of the company
(xi)	Any Website where it displays official releases	Yes. <a href="http://www.aacl.in">www.aacl.in</a>
(xii)	Any presentation made to the institutional investor and analyst	No
(xiii)	Is half yearly report sent to the shareholders	No
(xiv)	Whether Management Discussion and Analysis is a part of this report	Yes
(xv)	Share Transfer System	The work of physical share transfer is handled by Registrar and Transfer Agent. Physical share transfer are normally processed within a period of 15 days.
(xvi)	Listing and Stock Code	Bombay Stock Exchange – 531553 Ahmedabad Stock Exchange – 04898