

DISHA RESOURCES LIMITED

CIN: L74110GJ1995PLC024869

23rd Annual Report
2017-18

Corporate Information

BOARD OF DIRECTORS:

1. Mr. Krishna Awtar Kabra	Chairman & Managing Director
2. Mrs. Mukta Maheshwari	Director
3. Mr. Neerajkumar Maheshwari	Director
4. Mr. Dineshchandra Turakhia	Director (Independent)
5. Mr. Dineshkumar Maheshwari	Director (Independent)
6. Mr. Vipul Vashi	Director (Independent)
7. Mr. Pradeep Kumar Dad	Director (Independent)

KEY MANAGERIAL PERSONNEL

1. Mr. Krishna Awtar Kabra	Managing Director
2. Mr. Vijaybhai Vrajilal Mehta	CFO

AUDIT COMMITTEE

Mr. Dineshchandra Turakhia	Chairman
Mr. Vipul Vashi	Member
Mr. Pradeepkumar Dad	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Dineshkumar Turakhia	Chairman
Mr. Vipul Vashi	Member
Mr. Pradeepkumar dad	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Dineshchandra Turakhia	Chairman
Mr. Vipul Vashi	Member
Mr. Pradeepkumar Dad	Member

INDEPENDENT NON EXECUTIVE DIRECTORS

Mr. Dineshchandra Turakhia	Member
Mr. Vipul Vashi	Member
Mr. Pradeepkumar Dad	Member
Mr. Dineshkumar Maheshwari	Member

BANKERS**Axis Bank Ltd**

(Law garden Branch)
Trishul-Opssite, Samartheshwar Temple, Nr Law Garden,
Ellisbridge, Ahmedabad, Gujarat 380006

STATUTORY AUDITORS**S.N. SHAH & ASSOCIATES (FRN: 109782W)**

Chartered Accountants
"Sapan House" 10-B Government Servant
Co-operative Society, Opp. Municipal Market,
C.G Road, Ahmedabad-380009

SECRETARIAL AUDITORS**M/s. Umesh Ved & Associates,**

Practising Company Secretaries
304, Shoppers Plaza - V, Opp. Municipal Market,
Navrangpura, Ahmedabad, Gujarat 380009

SHARES LISTED WITH :

Bombay Stock Exchange

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
5th Floor 506 to 508, Amarnath Business Center 1 (ABC -1),
Besides Gala Business Centre, Nr. St. Xavier's College
Corner, Off C.G Road, Navrangpura, Ahmedabad-380009

REGISTERED OFFICE

3, Rajesh Apartment, B/H, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad - Gujarat 380014

CORPORATE WEBSITE : www.aacl.co.in

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DISHA RESOURCES LIMITED

REGD. OFFICE: 3, RAJESH APARTMENT, B/H. AJANTA COMMERCIAL ESTATE,
OFF. ASHRAM ROAD, AHMEDABAD-380014

CIN: L74110GJ1995PLC024869
Website: www.aacl.co.in

PHONE: (OFF). 2754-0790, 27543060
E-MAIL: info@aacl.co.in

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Third (23rd) Annual General Meeting of the members of Disha Resource Limited (CIN: L74110GJ1995PLC024869) will be held on Tuesday, 25th day of September, 2018 at 11:30 a.m. at the Registered Office of the Company situated at 3, Rajesh Apartment, B/h. Ajanta Comm. Estate, Off Ashram Road, Ahmedabad 380014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company which includes Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss including the statement of Other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
2. To appoint a Director in place of Mrs. Mukta Maheshwari-(DIN: 00194635), Director of the Company who retires by rotation and being eligible offers herself for reappointment.

Place : Ahmedabad
Date : 13.08.2018

By Order of The Board of Directors
Disha Resources Limited

Krishna Awtar Kabra
Chairman & Managing Director
DIN: 00650817

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. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) 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 member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. Relevant details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard on General Meeting ("SS-2") issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment as director under item No. 2 is as under:

Name of Director	Mrs. Mukta Maheshwari
Director Identification Number	00194635
Father Name	Gopal Lal Kabra
Date of Birth	30.04.1973
Date of Appointment	27.03.2015
Qualification	B.Com
Name of the Companies(s) in which he is a director	1. Maheshwari Logistics Limited 2. Maheshwari Infotech Private Limited
Name of the company in which She is Member/ Chairman in the committees	NIL
Specific functional Areas	Having good Experience in field of Administration and Marketing
Shareholding in the Company as on 31st March, 2018	700
Remuneration Last drawn by such person, if any	Nil
No. of the Board meetings attended during the year	5

3. The Register of Members and Share Transfer Books will remain close from 15th September, 2018 to 25th September, 2018 (both days inclusive).
4. Members are requested to intimate about the change in address, if any.
5. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
6. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
7. Members may note that the copy of the annual report for the year 2017-2018 is also available on the website of the Company.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e- voting services provided by the Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

Notice of the 23rd Annual General Meeting of the Company. Inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual general Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 23rd AGM by electronic means ("e-voting")

- (i) The voting period begins on Saturday, 22nd September, 2018 (9:00 a.m.) and ends on Monday, 24th September, 2018 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on notice / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 Disha Resource Limited (Formerly Known as Arihant Avenues and Credit Limited) 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.
- (xxi) Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad 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 of not exceeding three working days from the conclusion of the e- voting period unblock the votes in the presence of at least two witnesses not in 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 of the e-voting along with the scrutinizer's report shall be placed on company's website and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

ROUTE MAP FOR THE 23RD ANNUAL GENERAL MEETING

DIRECTORS REPORT

To,
The members,
Disha Resources Limited
Ahmedabad

Your Directors are pleased to present the 23rd Annual Report on the Business and Operation of the company along with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2018.

1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The financial performance of the company for the Financial Year ended on 31st March, 2018 and for the previous financial year ended on 31st March, 2017 is given below:

(Amount in Rs.)

Particulars	2017-2018	2016-2017
Revenue from operations	67,97,028	1,34,10,608
Other Income	39,35,271	0.00
Total revenue	1,07,32,299	1,34,10,608
Expenditure		
Employee benefits expenses	8,64,000	8,64,000
Other expenses	80,54,686	1,19,37,254
Total expenses	89,18,686	1,28,01,254
Profit before exceptional and extra ordinary items and tax	18,13,613	6,09,355
Profit before tax	18,13,613	6,09,355
Tax expense :		
Income tax for earlier years	0	(2,09,090)
Provision for income tax	0	(3,00,000)
Net profit for the year	18,13,613	1,00,265
Earning Per Share (EPS)		
Basic	0.25	0.01
Diluted	0.25	0.01