

# **GUJARAT INVESTA LIMITED**

**CIN: L65910GJ1993PLC018858**

**25th Annual Report**

**2016-2017**

# GUJARAT INVESTA LIMITED

## **BOARD OF DIRECTORS**

Mr. Purshottam Agarwal	Chairman	(DIN: 00396869)
Mr. Anandkumar Agarwal	Independent Director	(DIN: 01227486)
Mrs. Somna Agarwal	Director	(DIN: 01670948)
Mr. Sumant Periwal	Independent Director	(DIN: 02561862)

**CHIEF FINANCIAL OFFICER** : Mr. Shrikant Solanki

**CHIEF EXECUTIVE OFFICER** : Mrs. Somna Agarwal

**INTERNAL AUDITOR** : 1) **Tantiya & Co. (Upto 13/01/2017)**  
Chartered Accountants  
2) **N.K.Shrishrimal & Co. (w.e.f. 13/01/2017)**  
Chartered Accountants

**SECRETARIAL AUDITOR** : M/s. Umesh Ved & Associates  
Company Secretaries

**AUDITORS** : **M/s. Lunia & Company**  
Chartered Accountants

**REGD. OFFICE** : **Office : 3 & 4, Shivalik Plaza Opp. Atira,**  
Ambawadi, Ahmedabad - 380015

**REGISTRAR & SHARE** : 1) **Bigshare Services Private Limited**  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Apartments (next to Keys Hotel),  
Marol Maroshi Road,  
Andheri East, Mumbai 400059.

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**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **GUJARAT INVESTA LIMITED** will be held on Thursday the 28<sup>th</sup> day of September 2017, 09:30 A.M at 252, New cloth market, O/s Raipur Gate, Ahmedabad-380002 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and Statement of Cash Flows for the year ended on that date and the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Purushottam R. Agarwal(DIN: 00396869) who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint Auditors and in this regard pass the following Resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. **Tantiya & Co.**, Chartered Accountants (ICAI Registration No.: 140806W), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Lunia & Co., Chartered Accountants (ICAI Registration No. 116436W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of thirtieth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the thirtieth Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**Registered Office :**  
3 & 4 , Shivalik Plaza  
Opp. Atira Ambawadi  
Ahmedabad - 380 002

**Dated : 17<sup>th</sup> August, 2017**

**BY ORDER OF THE BOARD OF  
GUJARAT INVESTA LIMITED**

**Purshottam R. Agarwal**  
**Chairman**  
**DIN: 00396869**

**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 member cannot hold more than 50 proxies. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 18<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2017 (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. 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.
6. Members may note that the copy of the annual report for the year 2016-2017 is also available on the website of the company.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, 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 on all resolutions set for this Notice.

Notice of the 25<sup>th</sup> 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 25<sup>th</sup> Annual general Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

**8. 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 TwentyFifth AGM by electronic means("e-voting")

- (i) The voting period begins on Monday, 25<sup>th</sup> September, 2017 (9:00 a.m.) and ends on Wednesday, 27<sup>th</sup> September, 2017 (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 20<sup>th</sup> September, 2017, 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](http://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](http://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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  ❖ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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.  ❖ 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 relevant <GUJARAT INVESTA LIMITED> (170831059) 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

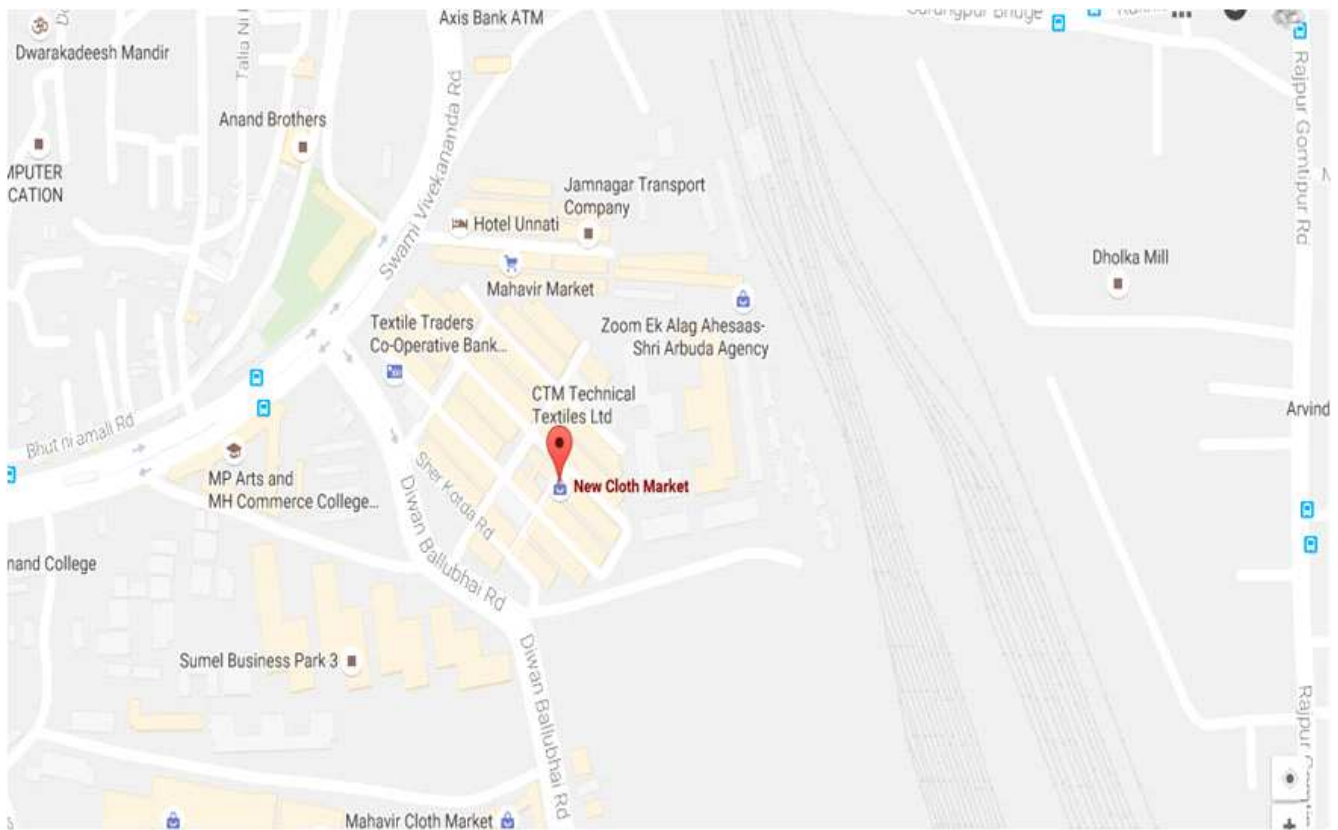
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - \* After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - \* The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 as a scrutinizer's report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- (xxiii) The results of the e-voting along with the scrutinizer's report shall be placed in 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.

Brief resume of Mr. Purshottam Agarwal who retires by rotation along with additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are provided below:

Name of the Director	Purshottam Agarwal
Father Name	Radheshyam Agarwal
Date of Birth	18/05/1967
Date of Appointment	03/01/1995
Qualification	B.Com
Name of the Companie(s) in which he is a director	1. Shree Bhavya Fabrics Limited 2. Anunay Fab Limited 3. Global Aman Infratech Private Limited 4. Shree Salasar Holdings Private Limited
Specific functional Areas	Having good experience in field of Finance.
Shareholding in the Company as on 31 <sup>st</sup> March, 2017	1664419, 22.16%



ROUTE MAP OF ANNUAL GENERAL MEETING



**DIRECTORS REPORT**

To,

The members,

Your Directors are pleased to present the 25<sup>th</sup> Annual Report together with the Audited Financial Statements for the year ended March 31, 2017.

**FINANCIAL RESULTS**

Particulars	2016 – 2017	2015 – 2016
Revenue from operations	14,99,890	15,85,366
Other Income	3,620	14,556
<b>Total revenue</b>	<b>15,03,510</b>	<b>15,99,922</b>
<b>Expenditure</b>		
Employee benefits expenses	4,03,983	5,33,060
Other expenses	6,76,851	8,62,643
<b>Total expenses</b>	<b>10,80,834</b>	<b>13,95,703</b>
<b>Profit before exceptional and extra ordinary items and tax</b>	<b>4,22,676</b>	<b>2,04,220</b>
<b>Profit before tax</b>	<b>4,22,676</b>	<b>2,04,220</b>
<b>Tax expense :</b>		
Current Tax	1,30,000	80,000
Previous Year	-3450	13,993
<b>Net profit for the year</b>	<b>2,96,126</b>	<b>1,10,227</b>

**PRESENT OPERATIONS & FUTURE PROSPECTS:**

During the year under review, the total revenue of company was Rs. 15,03,510 compared to the previous years of Rs. 15,99,922. The Company has made profit of 4,22,676 as compared to Profit of Rs. 2,04,220 in previous year.

**OPERATIONS:**

During the year under the review the total income decreased by 6.03% in comparison to the previous year. The total expenses have decreased by 22.56% and the net profit after tax has increased by 62.78%.

The Company has transferred 20% of Current Year Profit amounting to Rs. 59225/- to Special Reserve pursuant to section 45-IC of Reserve Bank of India Act, 1934.

Your Directors are hopeful to exploit the present resources in efficient manner and achieve better results in the future.

**DIVIDEND:**

As the Company has inadequate Profit, your directors do not propose any dividend for the current year to conserve the resources.

**CHANGE IN NATURE OF COMPANY BUSINESS:**

During the year under review there is no change in the nature of companies Business.

**DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED:****i. Retirement by Rotation:**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Purushottam R. Agarwal retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommended his re-appointment.

**ii. Cessation:**

During the year under review no director has resigned from the post of Directorship.

**iii. Appointment of Additional / Independent Women Director**

During the year under review there were no changes in the composition of the Board.