

**ADI RASAYAN LTD**

**25<sup>TH</sup> ANNUAL REPORT**

**2016 - 2017**

# **ADI RASAYAN LIMITED**

## **25TH ANNUAL GENERAL MEETING**

### **BOARD OF DIRECTORS**

**Sanjiv Joshi**

Managing Director

**\*Ashish S Pandare**

Independent Director

**Veda B Adhatrao**

Independent Director

**Amisha Dani**

Independent Director

**#Viral Mehta**

Non Executive Director

*\*Resigned w.e.f. 18.08.2017*

*#Appointed w.e.f. 18.08.2017*

### **REGISTERED OFFICE**

G/C, Ground Floor,  
Trupti Apartment,  
B/H. Old High Court,  
Navrangpura,  
Ahemdabad – 380 009  
Gujarat

### **AUDITORS**

M/s. Koshal & Associates,  
Chartered Accountants

### **BANKERS**

Allahabad Bank

### **REGISTRAR AND SHARE TRANSFER AGENT**

**Adroit Corporate Services  
Private Limited**

17-20, Jafferbhoy Ind. Estate,  
1st Floor, Makwana Road,  
Marol Naka, Andheri (E),  
Mumbai 400059.

Tel: 022- 42270427 /429

Website: [www.adroitcorporate.com](http://www.adroitcorporate.com)

Email: [prafuls@adroitcorporate.com](mailto:prafuls@adroitcorporate.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ADI RASAYAN LIMITED WILL BE HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2017, AT 11.00 A.M. AT CULTURAL CENTRE HALL BCA, CHARITABLE TRUST, NEAR CHANDRA NAGAR BUS STAND, NARAYAN NAGAR ROAD, PALDI, AHMEDABAD – 380 007 TO TRANSACT THE FOLLOWING BUSINESS :-

### ORDINARY BUSINESS:

**1. To Consider and adopt:**

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors' thereon.

**2. Re-appointment of retiring Director:**

To appoint a Director in place of Mr. Sanjiv Joshi, Managing Director (DIN 05353964) of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment

**3. Ratification of appointment of Statutory Auditor and fix their remuneration :**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Koshal & Associates, Chartered Accountants, (Membership No- 043746) (who was appointed as Statutory Auditors of the Company in 23<sup>rd</sup> AGM to hold office till the conclusion of the 28<sup>th</sup> AGM to be held in the calendar year 2020 ), be and hereby ratified for Financial Year 2017-18 and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

### SPECIAL BUSINESS:

**4. Regularization of Mr. Viral Mehta (DIN: 07927632) as Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Viral Mehta (DIN:07927632), who has been appointed as an Additional Director by the Board of Directors with effect from August 18, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

Date: 18/08/2017

Place: Ahmedabad

By Order Of the Board  
For ADI RASAYAN LIMITED

Sd/-  
Sanjiv Joshi  
Managing Director  
DIN: 05353964

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, 20<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2017.
7. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company, Adroit Corporate Services Private Limited 17/18/19/20, Jaferbhoy Ind.Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059. Tel: +91 (0)22 42270427. Email Id: prafuls@adroitcorporate.com
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details along with proof thereon.
10. Electronic copy 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 along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard 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 along with Attendance Slip and Proxy Form is being sent in the permitted mode.

The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2017 will also be available on the Company's website [www.adirasayan.in](http://www.adirasayan.in) and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

#### 11. INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM AS FOLLOWS:

Name of the Director	Mr. Sanjiv Joshi	Mr. Viral Mehta
Directors Identification Number (DIN)	05353964	07927632
Date of Birth	31/10/1976	08/07/1983
Nationality	Indian	Indian
Date of Appointment	10/08/2012	18/08/2017
Qualification	Graduate	B.COM
Experience in specific functional area	Administration	Experience in Share Market
Directorship in other Indian Public Limited Companies	Nil	Nil
No. of Shares held	Nil	Nil

#### PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

##### 12. Voting Options

##### (1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

##### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- I. Open email and open PDF file viz; “**Adi Rasayan Limited** e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- III. Click on Shareholder – Login
- IV. Put user ID and password as initial password / PIN noted in step (i) above and Click Login.
- V. Password change menu appears.  
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- VII. Select “EVEN” of **Adi Rasayan Limited**.
- VIII. Now you are ready for e-voting as Cast Vote page opens.
- IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- X. Upon confirmation, the message “Vote cast successfully” will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [Malabl\\_78@yahoo.co.in](mailto:Malabl_78@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

##### B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository

Participants(s)] or requesting physical copy:

- I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**(2) Voting at AGM:**

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20<sup>th</sup> September, 2017, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. 24<sup>th</sup> September, 2017 and will end at 5.00 p.m. on 26<sup>th</sup> September, 2017. 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 NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 20<sup>th</sup> September, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2017, may obtain the login ID and password by sending an email to [adirasayan@gmail.com](mailto:adirasayan@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Ms. CS Vidhi Shambwani, Practicing Company Secretary, is been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizer Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

**Date: 18/08/2017**

**Place: Ahmedabad**

**By Order Of the Board  
For ADI RASAYAN LIMITED**

**Sd/-  
Sanjiv Joshi  
Managing Director  
DIN: 05353964**

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013(“ Act”)]**

**ITEM No. 4**

The Board of Directors of the Company appointed Mr. Viral Mehta (DIN: 07927632) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 18<sup>th</sup> August, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Viral Mehta (DIN: 07927632) as Director of the Company.

The Company has received from Mr. Viral Mehta –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**Date: 18/08/2017**

**Place: Ahmedabad**

**By Order Of the Board  
For ADI RASAYAN LIMITED**

**Sd/-  
Sanjiv Joshi  
Managing Director  
DIN: 05353964**



## DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 25<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2017.

### ▪ FINANCIAL RESULTS:

The Financial Highlights for the year under report are as under:

(Amount Rs.)

PARTICULARS	31st March 2017	31st March 2016
Revenue from Operations	47,80,010	-
Other Income	7,28,120	8,90,000
<b>Total Revenue</b>	<b>55,08,130</b>	<b>8,90,000</b>
Other Expenses	11,40,947	9,28,737
<b>EBITDA</b>	<b>1,11,392</b>	<b>9,98,231</b>
Depreciation and Amortization Expense	2,484	10,304
EBIT	1,08,908	9,87,927
Interest and Finance Cost	-	-
EBT (before exceptional items)	1,08,908	9,87,927
Exceptional items	-	11,60,851
Profit before Tax	1,08,908	9,87,927
<b>Taxes</b>		
i) Current Tax	-	-
ii) Deferred Tax	13	(1,914)
iii) Mat Credit	(22,210)	-
<b>Profit (Loss) for the period</b>	<b>1,31,105</b>	<b>9,89,841</b>

### ▪ REVIEW OF OPERATIONS:

During the financial year ended 31st March, 2017, the Company has recorded revenue of Rs. **55,08,130/-**. The Company has earned profit of Rs **1,31,105/-** during the year under review as compared to profit Rs. **9,89,841/-** in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development.

### ▪ EXTRACT OF ANNUAL RETURN:

As required under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in form MGT-9 is a part of the Annual Report as **Annexure - A**

### ▪ SHARE CAPITAL:

The Authorized Share Capital as on 31st March, 2017 stands at Rs.7,00,00,000 /- divided into 70,00,000 Equity Share of Rs 10/- each. \*The Issued, Subscribed and Paid up share capital of the company is 3,25,985 Equity Shares of Rs10/- each Fully Paid up.

The company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the company, under any scheme.

\*The issued capital of the Company is 3,25,985 Equity Shares of Rs.10/- each fully paid up. Pursuant to the said Hon'ble High Court of Judicature at Gujarat at Ahmedabad vide its Order dated 17th June, 2016, the existing issued, subscribed and paid up Equity share capital of the Company is reduced from Rs.6,51,97,000/- divided into 65,19,700 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up to Rs.32,59,850/- divided into 3,25,985 Equity Shares of Rs. 10/- (Rupees Ten only) each.

**▪ DIVIDEND:**

During the year under review in order to conserve the resources of the Company, the Board of Directors does not recommend any dividend.

**▪ DEPOSITS:**

Your Company has neither accepted any deposits during the year under report nor did any deposits remain unpaid or unclaimed during the year under review.

**▪ INTERNAL CONTROL SYSTEM:**

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and same were operating throughout the year. The Company has in house Internal Audit Function.

**▪ DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2017 the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the Financial Year ended 31<sup>st</sup> March, 2017 on a Going Concern Basis.
- e) The Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**▪ SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

**▪ LOANS, GUARANTEES OR INVESTMENTS:**

Your Company has neither given any loan or guarantee nor has made any investment during the year under report attracting the provisions of Section 186 of the Companies Act, 2013.

**▪ CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Since the Company is not engaged into any manufacturing activity provision of Section 134(3)(m) of the Company Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable.

**▪ FOREIGN EXCHANGE:**

During the year under review, there were no foreign exchanges Earnings or outgo.

**▪ PARTICULARS OF EMPLOYEES:**

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendments thereof, Company has no such employees falling under the preview of the provisions mentioned above.

- **CHANGE IN RTA:** The Company has appointed M/s Adroit Corporate Services Pvt Ltd. as the Registrar and Share Transfer Agent of the Company w.e.f. 27th October, 2016 in place of the previous Registrar and Share Transfer Agent M/s System Support Services.

- **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- **Re-Appointment of Director:**

Mr. Sanjiv Joshi (DIN: 05353964) who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

- **Independent Directors:**

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Independent Directors have submitted their disclosure to the board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (LODR) Regulations, 2015.

- **Appointment of Independent Directors:**

The Board of Directors appointed Mr. Viral Mehta as an Additional Director at their meeting held on 18<sup>th</sup> August, 2017. He holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

- **Cessation of Director:**

During the F.Y. 2016-17, Mr. Ashish Pandare resigned from the post of Independent Director on the Board of Directors of the Company w.e.f. 18.08.2017.

**The Board placed on record its appreciation for the assistance and guidance provided by Ashish Pandare during his tenure as Director of the Company.**

- **Key Managerial Personnel:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- Mr. Sanjiv Joshi – Managing Director
- Mr. Viral Mehta – Chief Financial Officer

- **MEETINGS:**

- **Board meeting:**

The Board of Directors duly meets 4(Four) times during the Financial Year from ended 31<sup>st</sup> March, 2017 as under:

30<sup>th</sup> May, 2016; 13<sup>th</sup> August, 2016; 14<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (LODR) Regulations, 2015 / Companies Act, 2013.

The Composition of the Board is as under:

Sr. No.	Directors	Designation/ Category of Directorship
1	Mr. Sanjiv Joshi	Managing Director
2	Mr. Ashish Pandare *	Independent Director
3	Mr. Veda Adhatrao	Independent Director
4	Ms. Amisha Mitesh Dani	Independent Director
5	Mr. Viral Mehta #	Independent Director

**\*Resigned w.e.f. 18/08/2017**

**#Appointed w.e.f. 18/08/2017**

▪ **COMMITTEE MEETINGS:**

• **Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations read with Section 177 of the Companies Act, 2013.

Apart from all the matters provided in Regulation 18 of SEBI Regulations and Section 177 of the Companies Act, 2013, the Audit committee reviews reports of the Internal Auditor, meets Statutory Auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

The Audit Committee is duly constituted, during the Financial Year ended 31<sup>st</sup> March, 2017 , 4 (Four) Meetings of the Audit Committee were held i.e. on 30<sup>th</sup> May, 2016, 13<sup>th</sup> August, 2016, 14<sup>th</sup> Novembers, 2016 and 14<sup>th</sup> February, 2017.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee is as under:

Sr. No.	Name of the Director	Category of Directorship
1	Mr. Ashish Pandare *	Chairman cum Independent Director
2	Mr. Veda Adhatrao	Independent Director
3	Mr. Sanjiv Joshi	Member

*\*Resigned w.e.f. 18/08/2017*

• **Nomination & Remuneration Committee:**

The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors. The level and structure of appointment and remuneration of all Key Managerial personnel and Senior Management Personnel of the Company, as per the Remuneration Policy, is also overseen by this Committee.

The Nomination and Remuneration Committee is duly constituted, during the Financial Year under review the Nomination & Remuneration Committee meet once and was attended by all the Members.

• **Stakeholders' Relationship Committee:**

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

The Stakeholders' Relationship Committee is duly constituted, during the Financial Year ended on 31<sup>st</sup> March, 2017 , 4 (Four) Meetings of the Stakeholders' Relationship Committee were held i.e. on 30<sup>th</sup> May, 2016, 13<sup>th</sup> August, 2016, 14<sup>th</sup> Novembers, 2016 and 14<sup>th</sup> February, 2017.

The Composition of the Committee is as under:

Sr. No.	Name of the Director	Category of Directorship
1	Mr. Ashish Pandare *	Executive Director
2	Mr. Veda Adhatrao	Independent Director
3	Mr. Sanjiv Joshi	Independent Director

*\*Resigned w.e.f. 18/08/2017*

▪ **INDEPENDENT DIRECTORS:**

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. The Independent Directors have submitted their Disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (LODR) Regulations, 2015.

▪ **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations 2015, the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

▪ **RELATED PARTY TRANSACTIONS:**

There are no materially significant Related Party Transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. As there is no transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report as **Annexure – B**.

1. Details of contracts or arrangements or transactions not at Arm's length basis.-None
2. Details of contracts or arrangements or transactions at Arm's length basis.-None

▪ **CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit.

▪ **MANAGEMENT DISCUSSION ANALYSIS REPORT:**

The Management Discussion and Analysis Report form part of the Board Report as **Annexure - C**

▪ **CORPORATE SOCIAL RESPONSIBILITY:**

Corporate Social Responsibility i.e (CSR) activities as required under Section 135 of the Companies Act, 2013 is not applicable to the Company.

▪ **SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Khushboo Shah, Practicing Company Secretaries, to carry out Secretarial Audit for the financial year 2016-17. The Secretarial Audit report is annexed as **Annexure – D** to this Report.

As regard to observation in point No.1 the Company wish to state that it has appointed Mr. Viral Mehta as Chief Financial Officer of the Company w.e.f. 18<sup>th</sup> August, 2017.

As regard to observation in point No. 2 the Company is in the process of appointing Company Secretary(CS) (KMP) as per provision of Section 203 of the Companies Act, 2013.

As regard to observation in point No. 3,4,5,6 the Company is looking in to the matter and the points are self explanatory.

▪ **STATUTOY AUDITORS:**

At the 24th AGM of your Company held on 30<sup>th</sup> September, 2016, M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) was appointed as the Auditors to hold office until the conclusion of the Annual General Meeting (AGM) to be held in 2020, subject to the Ratification by the Shareholders at each AGM held after the previous AGM.

The Board of Directors at its meeting held on 18<sup>th</sup> August 2017, in accordance with the provisions of Section 139(8) of the Companies Act 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014, have recommended to shareholders to ratify the appointment of /s. Koshal & Associates, Chartered Accountants (Membership No. 043746) of Mumbai to continue to act as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company. M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) has confirmed their willingness under Section 141 of the Act, and the Rules framed thereunder for re-appointment as Auditors of the Company.

**▪ IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has formulated a policy and process for Risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

**▪ OTHER LAWS:**

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

**▪ WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

**▪ ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Amisha Dani  
Director  
DIN: 07265134

Sanjiv Joshi  
Director  
DIN: 05353964

Date: 18/08/2017  
Place: Ahmedabad

**ANNEXURE - A****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	L24231GJ1992PLC018572
ii.	<b>Registration Date</b>	16/11/1992
iii.	<b>Name of the Company</b>	ADI RASAYAN LIMITED
iv.	<b>Category/Sub-Category of the Company</b>	COMPANY LIMITED BY SHARES
v.	<b>Address of the Registered office and contact details</b>	G/C, GROUND FLOOR, TRUPTI APARTMENT, B/H. OLD HIGH COURT, NAVRANGPURA, AHMEDABAD-380009
vi.	<b>Whether listed Company</b>	YES
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent ,if any</b>	ADROIT CORPORATE SERVICES PRIVATE LIMITED 17/18/19/20, JAFERBHOY IND.ESTATE, 1ST FLOOR, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI- 400059 TEL: +91 (0)22 42270427. EMAIL ID: prafuls@adroitcorporate.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Income from Dealing in Chemicals items	46102	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	NOT APPLICABLE				

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	0	0	0	0	0	0	0	0	0
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0

c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Cenntral govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non Institutions</b>									
a) Bodies corporate	14,74,232	0	14,74,232	22.61	355	0	355	0.11	-22.5
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	4,00,593	9,69,400	13,69,993	21.01	1,39,837	69,136	2,08,973	64.11	43.1
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	32,61,875	4,13,600	36,75,475	56.37	1,16,657	0	1,16,657	35.79	-20.58
c) Others (specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
HUF	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>51,36,700</b>	<b>13,83,000</b>	<b>65,19,700</b>	<b>100</b>	<b>2,56,849</b>	<b>69,136</b>	<b>3,25,985</b>	<b>100</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>51,36,700</b>	<b>13,83,000</b>	<b>65,19,700</b>	<b>100</b>	<b>2,56,849</b>	<b>69,136</b>	<b>3,25,985</b>	<b>100</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>51,36,700</b>	<b>13,83,000</b>	<b>65,19,700</b>	<b>100</b>	<b>2,56,849</b>	<b>69,136</b>	<b>3,25,985</b>	<b>100</b>	<b>0</b>

**i. Shareholding Of Promoters:**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
		NOT APPLICABLE						



**III. Change in Promoters' Shareholding: \*NO CHANGE IN SHAREHOLDING:****(iv). Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

SR. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2016		Shareholding at the end of the year 31/03/2017	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	JERAJ RAJESH JOSHI	4,51,020	6.91	22,551	6.92
2	MOGLES CHANNAPPA KONI	-	-	15,316	4.70
3	PRITAM PRABHAKAR DHAMANE	-	-	15,000	4.60
4	NARESH RAJESH SAMBA	-	-	15,000	4.60
5	ANIL GAUTAM JADHAV	-	-	14,374	4.41
6	SHIVAKUMAR GATTAI KAMBALLA	-	-	13,673	4.19
7	SAURABH PRAVIN RATHOD	2,08,035	3.19	10,401	3.19
8	RAJESH KANAIYALAL JOSHI	2,06,848	3.17	10,342	3.17
9	BIPIN LAXMIDAS VAIDYA	1,99,855	3.06	9,992	3.07
10	CHINUKUMAR MAFATLAL ROLIYA	1,65,900	2.54	8,295	2.54

**V. Shareholding of Directors & KMP**

SI. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

**VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager – Not Applicable****B. Remuneration to other directors - Not Applicable**

SI.No	Particulars of Remuneration	Name of the Directors			Total Amount (Rs)
		Amisha Dani	Ashish Pandare	Veda Adhatrao	
1	Independent Directors				
	(a) Fee for attending board committee meetings	40,000	40,000	40,000	1,20,000
	(b) Commission	-	-	-	-
	(c ) Others, please specify				
	<b>Total (1)</b>	-	-	-	-
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings				
	(b) Commission				
	(c ) Others, please specify.				
	<b>Total (2)</b>				

	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	<b>40,000</b>	<b>40,000</b>	<b>40,000</b>	<b>1,20,000</b>
	<b>Overall Ceiling as per the Act.</b>				

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD - NIL**

**VI. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	97,80,000	0	97,80,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	97,80,000	0	97,80,000
<b>Change in Indebtedness during the financial year</b>				
Additions	0	7,10,000	0	7,10,000
Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	1,04,90,000	0	1,04,90,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	1,04,90,000	0	1,04,90,000

**VII.\*PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:**

\* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

**ANNEXURE - B****FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NIL
	Nature of contracts/arrangements/transaction	NIL
	Duration of the contracts/arrangements/transaction	NIL
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Justification for entering into such contracts or arrangements or transactions'	NIL
	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

No material contracts or arrangement or transactions at arm's length basis.

**For and on behalf of the Board of Directors**

**Sd/-**  
Amisha Dani  
Director  
DIN: 07265134

**Sd/-**  
Sanjiv Joshi  
Director  
DIN: 05353964

**Place: Ahmedabad**  
**Date: 18/08/2017**

**ANNEXURE - C****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the Year Ended on 31<sup>st</sup> March 2017.

**INDUSTRY STRUCTURE, DEVELOPMENT:**

The Company was operating in the chemical industries. Now mainly engaged in trading of various goods and merchandise. Financial Year 2016-17 was a year of mixed growth for the domestic economy, which had, over the previous two years witnessed a series of domestic and external headwinds.

The industry is showing some improvement as a result of shrinking current account and fiscal deficit and stabilization in the rupee. Going ahead your Directors are expecting better industrial development in the coming years.

**PERFORMANCE & SEGMENT-WISE PERFORMANCE:**

The Company is doing trading business in various goods and merchandise. Company is looking for and trying to explore the overseas market for its business and searching out healthy corporate houses for the merger of the Company.

Since the Company is only into single segment of trading, segment wise performance is not reported.

**OPPORTUNITIES AND THREATS:**

The Company was primarily in the business of manufacturing and sales of chemicals, which had earlier taken potential for expansion and development. However with the passage of time due to global competition, narrow margin of profits and strict quality controls, the sales and profitability of the Company were adversely affected. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of global slowdown; such an impact could adversely affect the Company's performance. Therefore, the Company has decided to close down the manufacturing activity long back & concentrated on the trading activities.

**STRENGTH:**

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

**RISKS AND CONCERNS:**

The chemical Industries is undergoing a vast technological up gradation resulting in newer manufacturing techniques at lower cost of production and improved technical qualities. However since the Company is into trading activity it is attributed to all the risk and concerns attached with the trading industries as a whole.

The identification, measurement, monitoring and management of risks remain a key focus area for the Company. We have in place a proper risk mitigating methods and effective credit operations structure. The Board of Directors of your Company endorses the risk strategy and approves the risk policies.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

**INFORMATION TECHNOLOGY:**

Our Company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

**HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

**CAUTIONARY STATEMENT:**

The Directors thank the bankers, investing institutions, customers, dealers, vendors and sub-contractors for their valuable support and assistance. The Directors wish to place on record their appreciation of the very good work done by all the employees of the Company during the year under review.

**ANNEXURE – D****MR - 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**To,**  
**The Members,**  
**ADI RASAYAN LIMITED**  
G/C, Ground Floor, Trupti Apartment,  
B/H. Old High Court,  
Navrangpura, Ahmedabad  
Gujarat - 380 009

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Adi Rasayan Limited**(hereinafter called “the Company”).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup>March 2017 (“audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup>March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable: —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(Not applicable to the Company during the audit period)*
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(Not applicable to the Company during the audit period)*

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the audit period)*
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the audit period)* and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not applicable to the Company during the audit period)*
- (vi) Further, as informed by the management, the following Acts are also applicable to the Company:
1. Income Tax Act, 1961
  2. The Equal Remuneration Act, 1976
  3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  4. The Professional Tax Act, 1975
  5. The Negotiable Instrument Act, 1881
  6. The Information Technology Act, 2000
  7. The Indian Contract Act, 1930
  8. The Maharashtra Value Added Tax, 2002

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no material non-compliances that have come to my knowledge except following:

1. ***As informed by the management of the Company, during the audit period the Company was in the process of appointment of Chief Financial Officer. Subsequently, Mr. Viral Mehta has been appointed as the Chief Financial Officer of the Company with effect from 18<sup>th</sup> August 2017.***
2. ***As informed by the management of the Company, the Company is in the process of appointment of Company Secretary as per the provision of Section 203 of the Companies Act, 2013;***
3. ***The Notice of the 24<sup>th</sup> Annual General Meeting of the Company held on 30th September 2016 does not contain the route map and prominent landmark for easy location as required by the provisions of SS-2 on General Meetings. Further, the route map has not been hosted along with the Notice on the website of the Company;***
4. ***The Notice of the 24<sup>th</sup> Annual General Meeting of the Company which was held on 30<sup>th</sup> September 2016 was published in the newspapers i.e. Free Press Gujarat and Lok Mitra on 15<sup>th</sup> September 2016;***
5. ***The Annual Listing fees to BSE has been paid on 08<sup>th</sup> May 2016***
6. ***The Company has dispatched 1,617 Annual Reports for financial year 2015-16 on 02<sup>nd</sup> September 2016 as against total of 1,957 shareholders of the Company;***

**I further report that,** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit, since, the same have been subject to review by Statutory Auditors and other designated professionals.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I, further report that,** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I, further report that,** during the audit period, following major events/action bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. have taken place:

- 1. The Petition of the Company for Reduction of Share Capital has been sanctioned by the High Court of Gujarat at Ahmedabad by an Order dated 20<sup>th</sup> June 2016. Subsequently, the Paid-up share capital of the Company is reduced to Rs.32,59,850 (Rupees Thirty-Two Lakhs Fifty-Nine Thousand Eight-Hundred Fifty Only) divided into 3,25,9825 equity shares of Rs.10 each. Pursuant to such Order, the management has informed us that the Company has filed the Order in INC-28 with the Registrar of Companies on 26<sup>th</sup> June 2016. However, due to some technical difficulty, the paid-up share capital of the Company is still reflecting as Rs.6,51,97,000 on the website of Registrar of Companies (ROC). The management is in the process of follow up with the ROC to update the same in its records.***

*For Khushboo Shah & Co.*

**Company Secretaries**

**(CS Khushboo Shah)**

**Proprietor**

**ACS No.: 46793**

**COP No.: 18362**

Place: Mumbai

Date: 21<sup>st</sup> August, 2017

Note: This Report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.



To,

**The Members**

**Adi Rasayan Limited**

G/C, Ground Floor,

Trupti Apartment,

B/H old High Court, Navrangpura

Ahmedabad – 380 009

**My report of even date is to read along with this letter**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Khushboo Shah & Co.**

**Company Secretaries**

**(CS Khushboo Shah)**

**Proprietor**

**ACS No.: 46793**

**COP No.: 18362**

Place: Mumbai

Date: 21<sup>st</sup> August, 2017

## Independent Auditor's Report

### To the Members of Adi Rasayan Ltd

#### Report on the Financial Statements

We have audited the accompanying financial statements of ADI RASAYAN LIMITED ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statement').

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our

knowledge and belief were necessary for the purposes of our audit.

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) the Company does not have any pending litigations which would impact its financial position.
  - (ii) the Company did not have any long term contracts including long term contracts for which they were any material foreseeable losses.
  - (iii) There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 20(i) to the financial statements.

**For Koshal& Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 29.05.2017

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**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable property. Accordingly clause 1 (c) of the order is not applicable.
- (ii) According to the information and explanations given to us, the physical verification of inventories has been conducted at reasonable intervals by the management of the company and no material discrepancies have been noticed.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act, 2013.
- (iv) According to the information and explanations given to us, the Company has not made any loans which require compliance with the provisions of section 185. However, the Company has complied with the provisions of s.186 of the Act, with respect to loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us, provident fund, employees state insurance, sales-tax, wealth tax, duty of customs, duty of excise, are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the appropriate authorities during the year.  
According to the information and explanation given to us, no undisputed dues of income tax or sales tax or service tax or duty of customs, duty of excise or value added tax payable were in arrears, as at 31st March, 2017 for the period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there no dues of income tax and other cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid and provided for managerial remuneration. The company has complied with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has undertaken transactions with the related parties as director remuneration and has complied with section 177 and there is no related party transaction as specified under section 188 of the Act. The details of such transactions have been disclosed in the financial statements as required by the AS 18.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made private placement of shares during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934.

**For Koshal& Associates***Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari***Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 29.05.2017

## Annexure - B to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ADI RASAYAN LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to

error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Koshal& Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 29.05.2017





**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED  
31ST MARCH, 2017**

(Amount In Rs)

PARTICULARS	Note No	As At 31st March 2017	As At 31st March 2016
I. Revenue from Operations	13		-
II. Other Income	14	47,80,010 7,28,120	8,90,000
III. Total Revenue (I + II)		<b>55,08,130</b>	<b>8,90,000</b>
IV. Expenses:			
Purchase of Stock in trade			-
Employee Benefit Expenses	15	41,56,051 99,740	1,23,883
Finance Costs		-	-
Depreciation and Amortization Expense		2,484	10,304
Other Expenses	16		9,28,737
Total Expenses		<b>11,40,947</b> <b>53,99,222</b>	<b>10,62,924</b>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		1,08,908	(1,72,924)
VI. Exceptional Items		-	11,60,851
VII. Profit before Extraordinary Items and Tax (V - VI)		1,08,908	9,87,927
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		1,08,908	9,87,927
X. Tax Expense:			
(1) Provision for Taxation		-	-
(2) Deferred Tax		13	(1,914)
(3) Mat Credit		(22,210)	-
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		1,31,105	9,89,841
XII. Profit/Loss from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV. Profit/ (Loss) for the Period (XI + XIV)		1,31,105	9,89,841
XVI. Earnings Per Equity Share			
I.			
(1) Basic		0.03	0.15
(2) Diluted		0.03	0.15
Summary of significant accounting policies	1		
Notes to accounts	17		

The accompanying notes are an integral part of the financial statements.

**As per our report of even date  
For Koshal & Associates  
Chartered Accountants**

**For and on behalf of the Board  
Adi Rasayan Limited**

**Sd/-  
(Koshal Maheshwari)  
Proprietor  
FIRM No:121233W  
M.No.043746  
Place: Mumbai  
Date: 29.05.2017**

**Sd/-  
(Sanjiv R. Joshi)  
Director  
DIN: 05353964**

**Sd/-  
(Ashish S.Pandare)  
Director  
DIN: 03363874**



## NOTES FORMING PART OF THE ACCOUNTS

### Note 1:

#### **A. SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of Preparation of Financial statement:**

The financial statements of Adi Rasayan Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013.

##### **Use of Estimates:**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

##### **Revenue Recognition:**

Revenue from sale of goods is recognized on transfer of all significant risk and rewards of ownership to the buyer. Dividends are recognized in the statement of profit and loss only when the right to receive the payment is established. Interest income is recognized on accrual basis.

##### **Investments:**

Long term investments are stated at cost including all expenses incidental to the acquisition wherever applicable. Provision is made to recognize a decline, other than temporary in the value of long term investments. Current investments are stated at lower of cost and fair value.

##### **Fixed Assets & Depreciation:**

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro- rata with respect to date of addition / deletions

##### **Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

##### **Earnings per Share:**

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

##### **Impairment of Assets:**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital

##### **Gratuity:**

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

**Provisions and Contingent liabilities:**

Provisions is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Contingent liabilities are disclosed where there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

**For and on behalf of the Board  
ADI RASAYAN LIMITED**

**For Koshal & Associates  
Chartered Accountants  
Firm number: 121233W**

**Sd/-  
(Sanjiv R. Joshi)  
Managing Director  
DIN : 5353964**

**Sd/-  
(Ashish Pandare)  
Director  
DIN : 03363874**

**Sd/-  
Proprietor: Koshal Maheshwari  
Membership No. 043746**

**Place: Mumbai  
Date: 29.05.2017**

## NOTE # 2

PARTICULARS	(Amount In Rs)	
	As At 31st March 2017	As At 31st March 2016
<b>Share Capital</b>		
<b>Authorised Capital</b>		
70,00,000 Equity Shares of Rs 10/- each	7,00,00,000	7,00,00,000
<b>Total</b>	<b>7,00,00,000</b>	<b>7,00,00,000</b>
<b>Issued,Subscribed and Paid up:</b>		
3,25,985 Equity Shares of Rs10/- each Fully Paid up	32,59,850	6,51,97,000
<b>Total</b>	<b>32,59,850</b>	<b>6,51,97,000</b>

**(i) Reconciliation of number of share outstanding at beginning and at the end of the reporting period:**

Number Of Shares at the beginning of the year	65,19,700	65,19,700
Add: Issue of Shares by way of Preferential Allotment	-	-
Less: Reduction of Share Capital (Refer Note V)	61,93,715	-
Number Of Shares at the end of the year	3,25,985	65,19,700

**(ii) Terms/ right attached to Equity Shares**

The Company has only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	NIL	NIL
--	-----	-----

**(IV) Details of Share held by each shareholder holding more than 5% shares :**

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No of Shares	%	No of Shares	%
STATUS EQUITY AND FINANCE PVT LTD	-		5,73,467	8.79
ARNAV CAPITAL LIMITED	-		3,71,681	5.70
JERAJ RAJESH JOSHI	22,551	6.92	4,51,020	6.91
	<b>22,551</b>	<b>6.92</b>	<b>13,96,168</b>	<b>21.40</b>

(V) Reduction of paid up capital from Rs. 6,51,97,000/to Rs.32,59,850/divided into 3,25,985 Equity shares of Rs.10/each by cancelling 61,93,715 equity shares of Rs. 10/each which is lost or unrepresented by the available assets, vide the order dated 17.06.2016 passed by The Honorable High Court of Gujrat at Ahmedabad

## NOTE # 3

RESERVES AND SURPLUS	(Amount In Rs)	
	As At 31st March 2017	As At 31st March 2016
Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(7,44,39,707)	(7,54,29,548)
Addition during the year	1,31,105	9,89,841
Allocations & Appropriations	-	-
Less : Reduction of Share Capital (Refer Note V of Note 2)	6,19,37,150	-
<b>TOTAL</b>	<b>(1,23,71,452)</b>	<b>(7,44,39,707)</b>

## NOTE # 4

(Amount In Rs)

LONG-TERM BORROWINGS	As At 31st March 2017	As At 31st March 2016
<b>Other Loans and Advances</b>		
Secured	-	-
Unsecured	1,04,90,000	97,80,000
<b>TOTAL</b>	<b>1,04,90,000</b>	<b>97,80,000</b>

## NOTE # 5

(Amount In Rs)

TRADE PAYABLES	As At 31st March 2017	As At 31st March 2016
Acceptances	-	-
Other then Acceptances	44,05,598	3,522
<b>TOTAL</b>	<b>44,05,598</b>	<b>3,522</b>

## NOTE # 6

(Amount In Rs)

OTHER CURRENT LIABILITIES	As At 31st March 2017	As At 31st March 2016
Other Payables	-	-
Statutory dues	18,672	(633)
<b>TOTAL</b>	<b>18,672</b>	<b>(633)</b>

## NOTE # 7

(Amount In Rs)

SHORT TERM PROVISIONS	As At 31st March 2017	As At 31st March 2016
Provision for Employee Benefits :	-	-
Others		
Provision for Income Tax		
Other Provision	51,605	1,07,957
<b>TOTAL</b>	<b>51,605</b>	<b>1,07,957</b>

## Note - 8 Fixed Assets

(Amount In Rs)

Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		Value as on 01.04.2016	Addition During the year	Deletion During the Year	Value as on 31.03.2017	Depreciation as on 01.04.2016	Addition During the year	Deletion During the Year	Depreciation as on 31.03.2017	WDV as on 31-3-2017	WDV as on 31-3-2016
(A)	<b>Tangible Assets</b>										
1	Computer & Equipment	28900	0	0	28,900	27,605	777	0	28,382	518	1,295
2	Office Furniture	25400			25,400	7,810	1,759	0	9,569	15,831	17,590
	<b>TOTAL</b>	<b>54300</b>	<b>0</b>	<b>0</b>	<b>54,300</b>	<b>35,415</b>	<b>2,536</b>	<b>0</b>	<b>37,951</b>	<b>16,349</b>	<b>18,885</b>

## Tangible Assets as on 31st March 2017 as per companies Act 2013

Sr. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK				NET BLOCK		
		Value As On 01.04.2016	Additions During The Year	Deletion During The Year	Value As On 31.03.2017	Depreciated on as on 01.04.2016	Addition During the year	Deletion During the Year	Depreciated on as on 31.03.2017	WDV as on 31-3-2017	WDV as on 31-3-2016
1	Computer Equipments	28,900	-	-	28,900	28,900	-	-	28,900	-	-
2	Office Furniture	25,400	-	-	25,400	10,494	2,484	-	12,978	12,422	14,906
	<b>TOTAL</b>	<b>54,300</b>	<b>-</b>	<b>-</b>	<b>54,300</b>	<b>39,494</b>	<b>2,484</b>	<b>-</b>	<b>41,878</b>	<b>12,422</b>	<b>14,906</b>
	<b>Previous Year Total</b>	<b>54,300</b>	<b>NIL</b>	<b>NIL</b>	<b>54,300</b>	<b>29,090</b>	<b>10,304</b>	<b>NIL</b>	<b>39,394</b>	<b>14,906</b>	<b>25,210</b>

**NOTE # 9**

(Amount In Rs)

TRADE RECEIVABLES	As At 31st March 2017	As At 31st March 2016
Outstanding for a period exceeding six months		
Others	-	-
Less: Allowance for Bad & Doubtful Debts	50,66,811	-
<b>TOTAL</b>	<b>50,66,811</b>	<b>-</b>

**NOTE # 10**

(Amount In Rs)

CASH AND CASH EQUIVALENTS	As At 31st March 2017	As At 31st March 2016
Balance with Banks	5,06,108	42,204
Cash on Hand	2,28,380	4,75,444
<b>TOTAL</b>	<b>7,34,488</b>	<b>5,17,648</b>

**NOTE # 11**

(Amount In Rs)

SHORT TERM LOANS AND ADVANCES	As At 31st March 2017	As At 31st March 2016
Unsecured Considered Good	-	-
Other	17,173	-
<b>TOTAL</b>	<b>17,173</b>	<b>-</b>

**NOTE # 12**

(Amount In Rs)

OTHER CURRENT ASSETS (Residual Head)	As At 31st March 2017	As At 31st March 2016
Others (specify nature)		
- TAX DEDUCTED AT SOURCE	-	89,000
- MVAT CREDIT WITH MAHARASHTRA GOVT.	-	25,372
-MAT CREDIT	22,210	-
<b>TOTAL</b>	<b>22,210</b>	<b>1,14,372</b>

**NOTE # 13**

(Amount In Rs)

REVENUE FROM OPERATIONS	As At 31st March 2017	As At 31st March 2016
Sale of Products	47,80,010	-
Other Operating Revenues	-	-
<b>TOTAL</b>	<b>47,80,010</b>	<b>-</b>

## NOTE # 14

(Amount In Rs)

<b>OTHER INCOMES</b>	<b>As At 31st March 2017</b>	<b>As At 31st March 2016</b>
Commission income	7,25,000	8,90,000
Other Non-Operating Income	3,120	-
<b>TOTAL</b>	<b>7,28,120</b>	<b>8,90,000</b>

## NOTE # 15

(Amount In Rs)

<b>EMPLOYEE BENEFIT EXPENSES</b>	<b>As At 31st March 2017</b>	<b>As At 31st March 2016</b>
Salaries and Wages	90,000	1,12,500
Staff Welfare Exp	9,740	11,383
<b>TOTAL</b>	<b>99,740</b>	<b>1,23,883</b>

## NOTE # 16

(Amount In Rs)

<b>OTHER ADMINISTRATIVE AND SELLING EXPENSES</b>	<b>As At 31st March 2017</b>	<b>As At 31st March 2016</b>
Payment to Auditor		
-Audit Fees	28,750	22,900
Shares Transfer Agent Fees	1,18,127	46,964
Profession Tax	2,500	1,050
Interest on Employee Profession Tax	-	4
National Securities Depository Limited Fees	48,114	25,763
Professional Fees	1,41,000	1,34,300
Printing & Stationery Charges	67,723	79,095
BSE Listing Fees	2,29,000	339,220
CDSL Fees	45,081	25,763
Courier Expenses	71,420	16,800
Office Expenses	21,030	18,238
Rent Expenses	60,000	60,000
Telephone Expenses	7,538	5,511
Director Sitting Fees	1,20,000	70,000
Advertisement Exp	1,15,392	28,265
Sundry Exp	40,732	19,646
Travelling Exp	24,540	35,218
<b>TOTAL</b>	<b>11,40,947</b>	<b>9,28,737</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017****NOTE 17 : NOTES TO FINANCIAL STATEMENTS :**

- a) None of the Earning/Expenditures is in Foreign Currency.
- b) Balance of Debtors, Loans and Advances are subject to confirmation and reconciliation.
- c) Previous years figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.
- d) Related Party Discloser :

Description of Relationship	Names of Related Parties
Key Managerial Personnel	1. SanjivRamniklal Joshi (Managing Director)

- e) In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

**f) Auditors Remuneration**

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	28,750.00	22,900.00

**g) Details of dues to micro and small enterprises as defined under the Micro and Small Enterprise Development (MSMED) Act, 2006\***

	As at 31.03.2017	As at 31.03.2016
i. The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
ii. The amount of interest paid by the buyer in terms of Section 16 of the Micro and Small Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	-	-
iv. The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
v. The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprise Development Act, 2006.	-	-

\* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

**h) Earnings per share:**

Basic &amp; Diluted Earnings per share:

Particulars	FY 2016-17	FY 2015-16
A. Net Profit/ (loss) after tax	1,31,105	9,89,841
B. Weighted Avg. No. of Eq. Shares (Basic & Diluted)	47,54,915	65,19,700
C. Basic & Diluted Weighted Avg. EPS	0.03	0.15

- i) Disclosure on Specified Bank Notes During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs (1)		Other denomination notes	Total
	1,000	500		
Closing cash in hand as on Nov 8, 2016	1,20,000	76,000	6,50,808	8,46,808
Add : Permitted receipts	-	-	-	-
Less : Permitted payments	-	-	(8290)	(8290)
Less : Amount deposited in Banks	(1,20,000)	(76,000)	-	(1,96,000)
Less : Amount Withdraw from in Banks	-	-	-	-
Closing cash in hand as on Dec 30, 2016	-	-	6,42,518	6,42,518

"For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016."

**For and on behalf of the Board**  
**ADI RASAYAN LIMITED**

**For Koshal & Associates**  
**Chartered Accountants**  
**Firm number: 121233W**

**Sd/-**  
**(Sanjiv R. Joshi)**  
**Managing Director**  
**DIN : 5353964**

**Sd/-**  
**(Ashish Pandare)**  
**Director**  
**DIN : 03363874**

**Proprietor: Koshal Maheshwari**  
**Membership No. 043746**

**Place: Mumbai**

**Date: 29.05.2017**

**ADI RASAYAN LIMITED**

Regd. Office: G/C, Ground Floor, Trupti Apartment,  
B/H. Old High Court, Navrangpura,  
Ahemdabad – 380009  
Tel No.: 079- 27543650  
Email Id - adirasayan@gmail.com

**ATTENDANCE SLIP****TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING**

<b>Name and Address of Shareholder</b>	<b>Folio No.</b>
<b>No. of Shares</b>	<b>Client ID</b>

I hereby record my presence at the 25th Annual General Meeting of the Company on 27<sup>th</sup> day of September, 2017 at 11.00 a.m. at: **Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007.**

\_\_\_\_\_  
Signature of the Shareholder or Proxy

\_\_\_\_\_  
Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password

**ADI RASAYAN LIMITED**

Regd. Office: G/C, Ground Floor, Trupti Apartment,  
B/H. Old High Court, Navrangpura,  
Ahemdabad – 380009  
Tel No.: 079- 27543650  
Email Id - adirasayan@gmail.com

**PROXY FORM**

<b>Name of the Member(S):</b>			
<b>Registered Address:</b>			
<b>Email –id:</b>			
<b>Folio No. Client ID:</b>		<b>DP ID:</b>	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
EmailId: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of **Adi Rasayan Limited** to be held on the 27<sup>th</sup> day of September, 2017 at 11.00 a.m. on at “**Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007** and at any adjournment thereof in respect of such Resolutions as are indicated below:

SR. No.	RESOLUTION	OPTIONAL	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	Adoption of audited financial statement of the Company for the year ended 31st March 2017.		
2.	To appoint a Director in place of Mr. Sanjiv Joshi- Managing Director (DIN 05353964) of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.		
3.	Ratification of M/s. Koshal & Associates, Chartered Accountants as Statutory Auditor and fixing their remuneration.		
	<b>SPECIAL BUSINESS</b>		
4.	Appointment of Mr. Viral Mehta (DIN:07927632) as Non Executive Director of the Company.		

Signed this..... day of..... 2017  
Signature of shareholder .....  
Signature of Proxy holder(s) .....

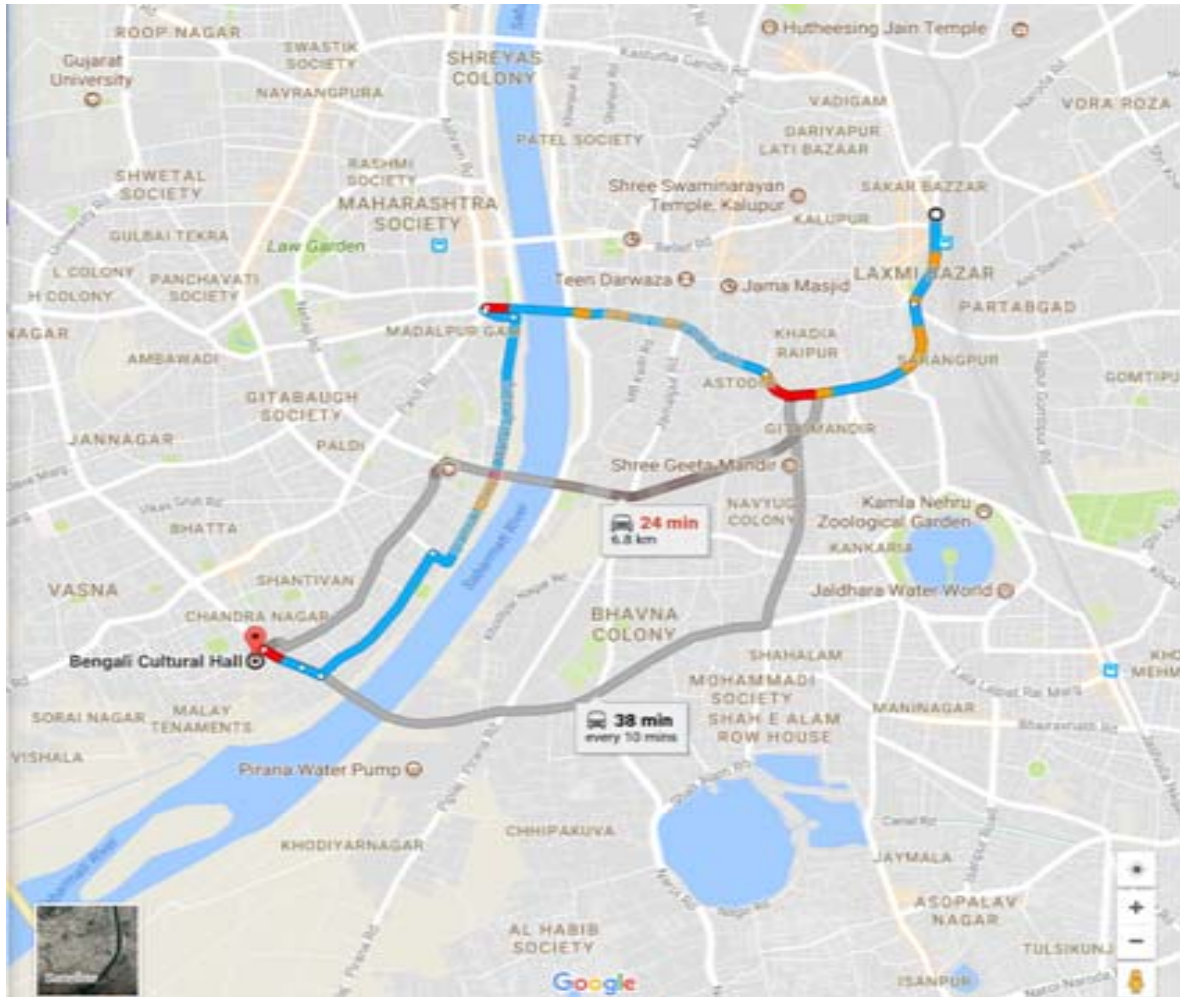
Affix  
Revenue  
Stamp

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.

## Route Map of the AGM Venue

Venue: Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007.



Landmark: Near Chandra Nagar Bus Stand



## **BOOK-POST**

If undelivered please return to:

***ADI RASAYAN LIMITED***

**Registered Office:**

**G/C, Ground Floor, Trupti Apartment,**

**B/H. Old High Court, Navrangpura,**

**Ahemdabad – 380009**

**Gujarat**