

ARDI INVESTMENT AND TRADING CO LTD

**Registered Office : Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai
School VileParle (W) Mumbai Mumbai City MH 400056 IN,**

Email- compliancingardi@gmail.com Phone No.: 022-28764128 / 26248888,

**To,
The Corporate Relations Department
BSE LIMITED
PJ Towers, 25th floor,
Dalal Street, Mumbai -400 001**

Date: 27th August, 2022

Sub: Submission of Annual Report for the financial year 2021-22

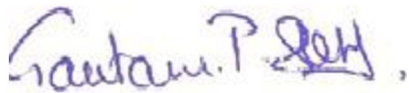
Ref: Ardi Investment and Trading Co Limited (Script Code:-504370)

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the financial year 2021-22 along with the Notice convening the Annual General Meeting scheduled to be held on Monday, 19th September, 2022 at 11:00 AM.

Thanking you,

For Ardi Investment and Trading Co Ltd





**Gautam Pravinchandra Sheth
Director
(DIN: 06748854)**

ARDI INVESTMENT AND TRADING COMPANY LIMITED

ANNUAL REPORT 2021-22

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Gautam Pravinchandra Sheth
Mr. Manoharbhai Bharatbhai Chunara
Mrs. Nilam Viren Makwana
Mr. Chiragkumar Rameshbhai Parmar
Mr. Anish K Trivedi (upto 02.07.2022)

CHIEF FINANCIAL OFFICER

Mr. Atulkumar Balchandbhai Shah (Appointed as CFO w.e.f. 15.12.2021)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Parth Ashvinkumar Patel (Appointed as Compliance Officer w.e.f. 15.12.2021)

REGISTERED OFFICE

Shop No. 3 Hemu Castle,
Dadabhai Road, Near Gokhlibai School, Vile Parle (West)
Mumbai-400056 Tel: 022-26241111
FAX: 022-26241104
Email: roccompliancing@gmail.com

STATUTORY AUDITORS

BHAGAT & CO.
CHARTERED ACCOUNTANTS
24, Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income tax, Ahmedabad-14

BANKERS

ICICI Bank Limited.

REGISTRAR AND SHARE TRANSFER AGENTS

Skyline Financial Services Limited
D-153A, First Floor
Okhla Industrial Area, Phase-I New Delhi - 110020

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NOTICE is hereby given that the **41th ANNUAL GENERAL MEETING** of the members of **ARDI INVESTMENT AND TRADING CO LTD** ("the Company") will be held as scheduled below:

Date : 19th September, 2022

Day : Monday

Time : 11.00 AM

Place : At registered office of the Company situated at

Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai 400056

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2022 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Gautam Pravinchandra Sheth (DIN: 06748854), who Retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To reappoint statutory auditors and fix their remuneration

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the audit committee and board of directors of the company, M/s. Bhagat & Co., Chartered accountants (firm registration no. 127250W), be and are hereby reappointed as statutory auditors of the company, to hold office for a second term of five consecutive years from the conclusion of the 41th AGM until the conclusion of the 46th AGM, at such remuneration and out of pocket expenses, as may be decided by the board of directors of the company.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

SPECIAL BUSINESS:

4. Appointment of Mr. Gautam Pravinchandra Sheth (Din: 06748854) As A Managing Director

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and recommendation of the Nomination and

Remuneration Committee, Board be and is hereby appoints Mr. Gautam Pravinchandra Sheth (DIN: 06748854) as the Managing Director (Whole Time Key Managerial Personnel) of the Company for a term of five years commencing from 15/12/2021 till 14/12/2026 subject to approval of the shareholders in the ensuing General Meeting as per the terms and conditions mutually agreed upon between the Company and Mr. Gautam Pravinchandra Sheth.

RESOLVED FURTHER THAT Mr. Gautam Pravinchandra Sheth is already appointed in the Company as an Executive Director of the Company from 28th November, 2018. Board has decided to change its category from Director to Managing Director of the Company.

RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under Section 197 and Schedule V of the Companies Act, 2013:

- a) Salary: Rs. 10,000/- per month
- b) Tenure: 5 years
- c) Gratuity: as per the Rules of the Company
- d) 'Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961
- e) Benefits, Perquisites and Allowances: Actual leave travel expenses as per the rules of the Company

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration to the managerial remuneration not exceeding the limit under Section II of Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the consent in writing from Mr. Gautam Pravinchandra Sheth in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 that he is not disqualified under Section 164(2) of the Companies Act, 2013 have been already received by the Company during his appointment as a Director in the Company.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.

5. Appointment of Mr. Chiragkumar Rameshbhai Parmar [DIN: 09432185] as Non-Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 & 161 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chiragkumar Rameshbhai Parmar : (09432185), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 15, 2021 in terms of Section 161 (1) of the Act, who holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

6. Appointment of Mrs. Nilam Viren Makwana [DIN: 09210336] as Non-Executive Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 2 & 161 of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nilam Viren Makwana [DIN: 09210336], who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and remuneration Committee with effect from December 15, 2021 in terms of Section 161 (1) of the Act and articles of association of Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto December 15, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

Place: Mumbai
Date: 27-08-2022

BY ORDER OF THE BOARD OF DIRECTORS OF
ARDI INVESTMENT AND TRADING CO LTD

Registered Office:
Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056

SD/-
Gautam P. Sheth
DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.**

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorising their representative to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books will remain closed **from 13th September, 2022 to 19th September, 2022** (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
5. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

6. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
7. **This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.**
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, SKYLINE FINANCIAL SERVICES PVT. LTD for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
13. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

14. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 are as follows.

Director	Gautam Pravinchandra Sheth	Chiragkumar Rameshbhai Parmar	Nilam Viren Makwana
DIN	06748854	09432185	09210336
Date of Appointment	28/11/2018	15/12/2021	15/12/2021
Qualification	Graduation	Graduation	Company Secretary
Brief Profile	Mr. Gautam Pravinchandra Sheth has been on the board of the company since 2018. He is having valuable experience in Jewellery Industry and has been instrumental in formulating growth strategy of the company	Mr. Chiragkumar Rameshbhai Parmar is an Indian Resident. He is appointed by the Company as a NonExecutive Non-Independent Director. He is also a Graduate from the Recognized University. Mr. Chiragkumar Parmar has good Experience and well knowledge regarding the Management as well as Marketing Strategy.	Mrs. Nilam Viren Makwana is appointed by the Company as an Independent Director. She is also a Graduate from the Recognized University. She is also a Member of the Institute of Company Secretaries of India. Mrs. Nilam Makwana is well knowledgeable In the Matter of Companies Act and Other Legal Matter.
Disclosure of relationships between Directors	Mr. Gautam Pravinchandra Sheth is not related to any of the Director of the Company.	Mr. Chiragkumar Rameshbhai Parmar is not related to any of the Director of the Company	Mrs. Nilam Viren Makwana is not related to any of the Director of the Company.
Shareholding, if any, in the Company	87,500	NIL	NIL
Information as required	Mr. Gautam Pravinchandra Sheth is not debarred from	Mr. Chiragkumar Rameshbhai Parmar is not	Mrs. Nilam Viren Makwana is not debarred from

under circular No. LIST/COMP/1 4/ 2018-19 dated June 20, 2018 issued by BSE.	holding the office of director by virtue of any SEBI order or any other such authority.	debarred from holding the office of director by virtue of any SEBI order or any other such authority.	holding the office of director by virtue of any SEBI order or any other such authority.
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15. Procedure of Voting at the AGM

In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

1. E-Voting Facility:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of 'remote e-voting' (e-voting from a place other than venue of AGM) to exercise their vote at the 41th AGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. The Company has appointed CS Shikha Patel, Practising Company Secretary (Membership No. ACS: 43955; CP No: 16201), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Monday, 12th September, 2022**, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

2. The instructions for shareholders voting electronically are as under:

The remote e-voting period begins on September 16th, 2022 at 09:00 A.M. and ends on September 18th, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 12th, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12th, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home

	page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.spatelasso@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download

section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliancebhakti@gmail.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliancebhakti@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
1. The Scrutiniser after conclusion of voting at the AGM, first count the votes cast at the meeting and unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and shall make within 48 hours of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against or invalid votes, if any, forthwith to the Chairman of the Company or any other director or person authorised, who shall countersign the same and declare the result of the voting forthwith.
 2. The results so declared along with Scrutiniser's Report shall be placed on the Company's website

i.e. www.bhaktijewellery.com and on the website of NSDL i.e. www.nsdl.co.in and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.
 3. Members holding shares in electronic form must inform about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Transfer Agent.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Number 4.

Mr. Gautam Pravinchandra Sheth is the Director of the company. He has been appointed as the Director since November 28, 2018 and designated as Managing Director of the Company with effect from December 15, 2021.

Mr. Gautam Pravinchandra Sheth have successfully managed various phases of expansion and growth of our business and operations. He has vast experience in Jewellery Industry and has been instrumental in formulating growth strategy of our company.

Where in any financial year, during the currency of the tenure of Mr. Gautam Pravinchandra Sheth as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profit, the remuneration can be paid by the Company to its managerial personnel within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

- The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Gautam Pravinchandra Sheth, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

Considering Mr. Gautam Pravinchandra Sheth 's experience in Jewellery Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Gautam Pravinchandra Sheth, are in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Pari-II of Schedule V to the Companies Act, 2013

I.	General Information		
1	Nature of Industry	Diversified Commercial Services	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2014	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
-	Financial performance based on given indicators	Particulars	2021-22 (as per Audited Financials Report)
		Paid up Capital	40,00,000
		Reserves and Surplus	(50,89,631)
		Total Revenue from Operations	-
		Total Expenses	10,82,531
		Profit before Tax	(51,73,144)
		Tax Expenses including Deferred Tax	-
		Profit after Tax	(51,73,144)
	Foreign investments or collaborators, if any	Not applicable	
II	Information about the Appointee:		
	Background detail	Mr. Gautam Pravinchandra Sheth has been on the board of the company since 2018. He is having valuable experience in Jewellery Industry and has been instrumental in formulating growth strategy of the company	
	Past Remuneration (per annum)	NIL	
	Job profile and his suitability	As a Managing Director, Mr. Gautam Pravinchandra Sheth, is entrusted with to perform such duties and	

		exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board. Mr. Gautam Pravinchandra Sheth is of proven caliber and skill and having wide ranging experience in the industry. Mr. Gautam Pravinchandra Sheth, shall have all powers and duties as the Board may determine from time to time.
	Remuneration proposed	Not exceeding Rs.1,20,000/- (Rupees One Lakhs Only) per annum
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Gautam Pravinchandra Sheth, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration AND as mentioned in form AOC-2, the Mr. Gautam Pravinchandra Sheth does not have any other pecuniary relationship with the Company. Mr. Gautam Pravinchandra Sheth is promoter of the Company and his shareholding as on March 31, 2022 is 87,500 shares in the share capital of the Company.
III	Other Information	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

Item Number 5.

Mr. Chiragkumar Rameshbhai Parmar (DIN: 09432185) was appointed as an Additional Director under the category of Non-Executive Director of the Company w.e.f. December 15, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Chiragkumar Rameshbhai Parmar holds office of the Director till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularizing the appointment of Mr. Chiragkumar Rameshbhai Parmar as Director of the Company. The Board recommends the resolution set forth in Item no.3 for the approval of the members.

Item Number 6.

Mrs. Nilam Viren Makwana [DIN: 09210336] was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company w.e.f. December 15, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mrs. Nilam Viren Makwana holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose her as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mrs. Nilam Viren Makwana, She fulfils the criteria relating to her independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Nilam Viren Makwana does not hold any equity share of the Company. The period of office of Mrs. Nilam Viren Makwana shall not be liable to determination by retirement of Directors by rotation. Brief profile Mrs. Nilam Viren Makwana in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice Mrs. Nilam Viren Makwana is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends passing of the resolution as set out in Item No. 6 of this Notice. None of the Director of the Company except Mrs. Nilam Viren Makwana is concerned or interested in this resolution.

Place: Mumbai
Date: 27-08-2022

BY ORDER OF THE BOARD OF DIRECTORS OF
ARDI INVESTMENT AND TRADING CO LTD

Registered Office:
Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056

SD/-
Gautam P Sheth
DIRECTOR

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting their 41th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2022.

1. FINANCIAL RESULTS

The Financial performance of the company for the year ended 31st March, 2022 is summarized as follows:

(Amount in Rs.)

PARTICULAR	2021-22	2020-21
Income	(40,90,613)	1,03,69,162
Less: Expenditure	10,82,531	5,43,162
Profit/(Loss) Before Depreciation And Taxes	(51,73,144)	98,26,000
Less: Depreciation	-	-
Net Profit/(Loss) Before Tax	(51,73,144)	98,26,000
Less: Provision For Tax	-	9,00,000
Deferred Tax	-	-
Profit/(Loss) After Deferred Tax	(51,73,144)	89,26,000

2. FINANCIAL HIGHLIGHTS

During the fiscal 2022, the gross operational Loss of the Company stood at Rs. (51,73,144)

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No change of business occurs during the year under review.

4. DIVIDEND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. RESERVES

The amounts as on ended of financial year, Reserves are Rs. (50,89,631)/-

6. SHARE CAPITAL

- **ISSUE OF SWEAT EQUITY SHARE:** The Company under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity share during the year under review.
- **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.

- **BONUS SHARES:**

- No Bonus Shares were issued during the year under review.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board composition of the Company shall be as follows:

Sr. No.	Name of Directors/KMPs	Designation
1	Gautam Pravinchandra Sheth	Managing Director
2	Manoharbhai Bharatbhai Chunara	Non-Executive Independent Director
3	Nilam Viren Makwana	Non-Executive Independent Director
4	Chiragkumar Rameshbhai Parmar	Non-Executive Director
5	Anish K Tridevi	Non-Executive Independent Director(upto 02.07.2022)
6	Parth Ashvinkumar Patel	Company Secretary
7	Atulkumar Balchandbhai Shah	CFO(KMP)

- **RETIREMENT BY ROTATION**

- In accordance with the provisions of the Companies Act, 2013 Mr. Gautam Pravinchandra Sheth, Director of the company who is liable to retire by rotation, being eligible for reappointment, offers himself for reappointment. Appropriate resolutions for the re- appointment are being placed for your approval at the ensuing AGM.

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

APPOINTMENT AND RESIGNATION

During the under review, company has appointed Mrs. Nilam Viren Makwana as Independent director w.e.f. December 15, 2021 and Mr. Chiragkumar Rameshbhai Parmar as Non-executive director w.e.f. December 15, 2021 and Mr. Atulkumar Shah as Chief Financial Officer of the Company.

Mr. Parth Ashvinkumar Patel was appointed as Company Secretary w.e.f. 15th December, 2021.

Further there was no change in the Board of Director of the Company except above changes.

8. NUMBER OF THE MEETINGS OF THE BOARD

During the Year under the review the Board of Directors met 5 (Five) times, Details of the Meetings are as under.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
30-06-2021	3	3
29-07-2021	3	3
13-11-2021	3	3
15-12-2021	3	3
12-02-2022	4	4

9. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Various Committees.

10. DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

12. MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in this report.

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.

14. AUDITORS

The Audit Committee and the Board of Directors of the Company proposed, subject to approval of the shareholders, the appointment of M/s. Bhagat & Co., Chartered Accountants (Firm Registration No. 127250W) as the Statutory Auditors of the Company to hold office for second of 5 (five) years starting from 1st April 2022 till the conclusion of Annual General Meeting to be held for the FY 2026-27.

The Auditor's Report does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements.

There are no prevalence of fraud reported by the auditors as required under Section 143(12) of the Companies Act, 2013.

Secretarial Auditors:

In terms of Section 204 of the Act, the Company has appointed Practicing Company Secretary as Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed to this report as "Annexure A".

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

15. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

17. INTERNAL AUDIT & CONTROLS

The Company has appointed, external firm as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

19. RISK MANAGEMENT POLICY

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

21. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material order has been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

22. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The company has adequate internal control systems in place. With a view to monitor the Company's performance as well as to make sure that internal checks and controls are operating properly, the Company has appointed external firms of Chartered Accountant as Internal auditor. The audit committee ensures that the internal control systems are adequate and working effectively.

23. DEPOSITS

The details relating to deposits, covered under Chapter V of the Act:

24. PARTICULARS OF LOANS GIVEN, GUARANTEES PROVIDED OR INVESTMENTS MADE UNDER SECTION 186

The Company has not granted any loans, Investment made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 and Listing Obligation Disclosure Regulation (LODR), 2015 during the financial year ended March 31, 2020 are given below. Suitable disclosures as required under AS 18 have been made in the Financial Statement. It means there is no related party transaction.

26. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. However as per the provisions of Section 136 of the said Act, the Annual Report Excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any, member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the registered office of the Company during Business hours on working days of the Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall not be applicable to the Company.

28. DETAILS OF COMMITTEES OF THE BOARD

Audit Committee:

The Company has constituted the Audit Committee with the primary objective to monitor and provide effective supervision of the Managements' Financial Reporting Process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

All the recommendations / submissions made by the Committee during the year were accepted by the Board.

The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Manoharbai Bharatbhai Chunara	Chairman	Non-Executive Independent Director	4	4
Mr. Anish K Tridevi	Member	Non-Executive Independent Director	4	4
Mr. Gautam Pravinchandra Sheth	Member	Executive Director	4	4
Mrs. Nilam Viren Makwana	Member	Non-Executive Independent Director	4	1

*Mr. Anish K Tridevi has resigned as an Independent Director of the Company w.e.f. 2nd July 2022.

**Mrs. Nilam Viren Makwana was appointed as an Independent Director of the Company w.e.f. 15th December 2021.

Nomination and Remuneration Committee:

In compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board has constituted Nomination and Remuneration Committee (NRC).

NRC of the Board has been constituted mainly to determine and recommend to the Board, the Company's policies on remuneration packages for Executive and Non-Executive Directors and policies on Nomination for Appointment of Directors, Key Managerial Personnel and Senior Management Personnel.

All the recommendations / submissions made by the Committee during the year were accepted by the Board.

The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Manoharbhair Bharatbhair Chunara	Chairman	Non-Executive Independent Director	1	1
Mr. Anish K Tridevi	Member	Non-Executive Independent Director	1	1
Mr. Chiragkumar Rameshbhai Parmar	Member	Non-Executive Director	1	1

*Mr. Chiragkumar Rameshbhai Parmar was appointed as Non-Executive Director of the Company w.e.f. 15th December 2021.

29. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

30. CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is not having the paid up share capital exceeding Rs. 10 crore and Net worth is exceeding Rs. 25 cores. Further, Company has obtained a Certificate from a Practicing Company Secretaries certifying the same.

31. INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

32. COMPLIANCE WITH SECRETARIAL STANDARD

Company has complied with all the secretarial standards applicable to it.

33. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continuous support received from Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

Place: Mumbai
Date: 27-08-2022

By Order Of the Board Of Directors Of
Ardi Investment and Trading Co Ltd

Registered Office:
Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056

SD/-
Gautam P Sheth
Director

Annexure A
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022
[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
ARDI INVESTMENT AND TRADING CO LTD (CIN: L65923MH1981PLC024912)
Shop No. 3 Hemu Castle,
Dadabhai Road, Near Gokhlibai School,
Vile Parle (W) Mumbai-400056.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ARDI INVESTMENT AND TRADING CO LTD (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 in electronic form in online system 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 on 31st March, 2022 has 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 as per Annexure - A for the Financial Year ended on 31st March, 2022 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'):
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (j) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As informed to us, there are no other Sector specific laws which are specifically applicable to the Company. However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (d), (e), (g), (h) and (i) of para (v) mentioned hereinabove during the period under review

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me in electronic form, on test-check basis, the Company has compliance management system for the sector specific laws in applicable specifically to the Company,

During the period under review the Company has endeavored to establish the compliance management system to adhere to the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove.

Further, I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances of the laws and regulation mentioned hereinabove as applicable to the Company.

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 as required under Listing Regulations, 2015. 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. However, during the year under review, Mr. Parth Ashvinkumar Patel, appointment of new Company Secretary, Compliance Officer in the Company. The Company had filed Form within prescribed time, as well as with payment of additional fees, during the year.

The Company has endeavored to establish a system of sending adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance, and a system 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, wherever required.

I further report that the Company has endeavored to establish 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 of the Company there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above more specifically related to:

For, Shikha Patel & Associates
(Practicing Company Secretary)

Place: Ahmedabad
Date: 27/08/2022

CS Shikha Patel
ACS No.: 43955
C P No.: 16201

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

List of documents verified:

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors/Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time.

To,
The Members
ARDI INVESTMENT AND TRADING CO LTD (CIN: L65923MH1981PLC024912)
Shop No. 3 Hemu Castle,
Dadabhai Road, Near Gokhlibai School,
Vile Parle (W) Mumbai-400056.

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2022.

My report of even date is to be 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 the 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, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books 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, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For, Shikha Patel & Associates
(Practicing Company Secretary)

Place: Ahmedabad
Date: 27/08/2022

CS Shikha Patel
ACS No.: 43955
C P No.: 16201

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.

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of Relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Date of approval by the Board	N.A.
f)	Amount paid as advances, if any	N.A.

Place: Mumbai
Date: 27-08-2022

By Order Of the Board Of Directors Of
Ardi Investment and Trading Co Ltd

Registered Office:
Shop No. 3 Hemu Castle, Dadabhai Road,
Near Gokhlibai School Vile Parle (W)
Mumbai MH 400056

SD/-
Gautam P Sheth
Director

Annexure C

Policy of Nomination and Remuneration Committee of the Company

Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Director as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of the Companies Act, 2013 and the Rules made thereunder or for any other reasons as may be justified by the Committee.

Terms of Appointment

The terms of Appointment of Managing Director / Whole Time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder

Retirement

The Managing Director / Whole Time Directors of the Company shall be subject to retirement as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfilment of the requirements as mentioned in the Companies Act, 2013

Policy for Evaluation of Performance of the Board, its Committees and Individual Directors

1. Evaluation of performance of the Board and Individual Directors:

- a) Achievement of financial / business targets as fixed by the Board;
- b) Proper development, management and execution of business plans;
- c) Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
- d) Establishment of an effective organization structure;
- e) Participation in the Board / Committee Meetings;
- f) Integrity and maintenance of confidentiality;
- g) Any other criteria that may be considered necessary for the evaluation of the performance of the Board as may be considered by the Committee.

2. Evaluation of performance of Committee:

- a) Discharge of its functions and duties as per its terms of reference;
- b) Effectiveness of the suggestions and recommendations received;
- c) Conduct of its meeting and procedures followed in this regard.

3. Review of the Implementation of this policy: The Committee shall review the implementation and compliance of this policy at least once a year.

Policy for Remuneration to Directors and Key Managerial Personnel

The remuneration of Directors and Key Managerial Personnel must be in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

MANAGEMENT DISCUSSION & ANALYSIS REPORT ABOUT THE ARDI INVESTMENT AND TRADING COMPANY LIMITED

Business Overview:

The Company is engaged into the activities such as Corporate Finance & Advisory Services and trading in shares, Investments, etc. The Company is taking number of initiatives to consolidate and improve margins and return on capital which will in turn enhance the shareholders value. The current year was a better year for the Company. Due to uncertain finance market, the Company is taking a cautious view and will adopt its investment policies accordingly.

FINANCIAL PERFORMANCE

Standalone Profit:

During the fiscal 2022, the net loss of the Company stood at Rs. (51,73,144)/-

FUTURE STRATEGY

- a) EXPANSION OF EXISTING ACTIVITIES:** Our Company intends to expand its financial Services and trading services.
- b) FINANCIAL MANAGEMENT/ADVISORY SERVICES:** We have an in house team which has the capacity to provide services in the area of financial management. Our Company is planning to foray into business of financial management/advisory services /Trading with the potential clients.
- c) DIFFERENTIATED SERVICES:** In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.
- d) BRAND RECOGNITION:** We are in such a business where we are facing lot of competition. We are planning to put more efforts to build Comfort as a well known brand.

SWOT ANALYSIS

STRENGTHS

Promoted and managed by qualified and experienced professionals. The board of our Company comprises of qualified professionals, experienced in the industry.

WEAKNESS

Despite our ready contacts for business development & listing on esteemed Exchange (BSE), our company is not a well established brand. Further we do not have branches on PAN India basis, so we are not able to explore the Business Opportunities.

OPPORTUNITIES

With increased desire of individuals to improve their standard of living, the industry is getting exposed to new category of Client (Individuals) in a big way with large share of business coming from this segment apart from corporate clients.

THREATS

Economic Downturn: If the Economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

CAUTIONARY

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

ARDI INVESTMENT AND
TRADING CO LTD

Statutory Audit Report
F.Y. 2021-22

--: Auditors :--
Bhagat & Co.
(Chartered Accountants)
24,Laxmi Chambers,
Navjeevan Press Road,Nr. Old High Court,
Income Tax,Ahmedabad-380014



Independent Auditor's Report

To the Members of ARDI INVESTMENT AND TRADING CO LTD.

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **Ardi Investment and Trading Co Ltd.** ('the Company'), which comprise the Balance Sheet as at **31st March 2022**, the Statement of Profit and Loss (including other comprehensive income) and Cash Flow statement for the year then ended, and notes to financial Statement including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us , the aforesaid standalone financial statement give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of state of affairs of the company as at **31st March 2022** and its profit (including other comprehensive income) and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.

2.

(A) 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, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 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**".

(B) 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:

- a. The Company does not have any pending litigation which would impact its financial position.
- b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the company.
- d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub- clause (d) (i) and (d) (ii) contain any material mis-statement.

e. The Company has neither declared nor paid any dividend during the year.

(C) With respect to the matters to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year.

For, Bhagat & Co.
Chartered Accountant
Firm Reg. No.127250W

s/d
Shankar Prasad Bhagat
(Partner)
Membership.No. 052725
UDIN : 22052725AJXPEW5105
Place: Ahmedabad
Date: 30/05/2022

“Annexure - A” to the Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended **31st March 2022**, we report that:

- i. (a) The Company does not own any Property, Plant and Equipments. Hence, reporting under clause 3(i) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) There were no inventories in the company during the year. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
- iii. The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’).
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for any business activities carried out by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including goods and service tax, provident fund, income-tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees’ state insurance and duty of excise.

(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, goods and service tax and other material statutory dues in arrears were outstanding as at 31ST March, 2022 for a period of more than six months from the date they became payable.

- viii. Whether any transaction not recorded in the books of accounts have been surrendered or disclosed as income during the year in the tax assessment under the IT Act, 1961. There is no such kind of disclosure as explained by Management.
- ix. Company has not taken loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(ix) of the Order is not applicable
- x. (a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- (b) 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 any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xi. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) The company has not been received whistle-blower complaints during the year. Hence this sub clause is not applicable.
- 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, transactions with the related parties are in compliance with the sections 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has Internal Audit System commensurate with size and its business. The report of internal auditor have been considered for finalization of account.
- 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. Accordingly, all sub clauses of paragraph 3(xvi) of the Order is not applicable.

- xvii. The Company has not incurred cash losses in the financial year and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- xix. The Company is in position to meet all liabilities at the balance sheet date.
- xx. This clause is not applicable.
- xxi. This clause is not applicable

For, Bhagat & Co.
Chartered Accountant
Firm Reg. No.127250W

s/d
Shankar Prasad Bhagat
(Partner)
Membership.No. 052725
UDIN : 22052725AJXPEW5105

Place: Ahmedabad
Date: 30/05/2022

ANNEXURE B TO THE AUDITOR'S 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 **Ardi Investment and Trading Co Ltd.** ('the Company') as of **31st March 2022** 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 the 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 auditors' 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 authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 **31st March 2022**, 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, Bhagat & Co.
Chartered Accountant
Firm Reg. No.127250W

s/d
Shankar Prasad Bhagat
(Partner)
Membership.No. 052725
UDIN :22052725AJXPEW5105

Place: Ahmedabad
Date: 30/05/2022

ARDI INVESTMENT AND TRADING CO LTD

Statement of Assets & Liabilities as at 31st March , 2022

Particulars	Note No.	2022	2021
ASSETS			
(1) Non-Current Assets			
(i) Property, Plant And Equipment		-	-
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(iv) Intangible assets under development		-	-
Non-Current Financial Assets			
(a) Non-Current Investments	1	3,52,97,128	3,93,35,187
(b) Trade Receivables, Non-Current		-	-
(c) Loans, Non-Current		-	-
(d) Other Non-Current Financial Assets		-	-
Deffered tax assets (net)		-	-
Other Non Current Assets		-	-
Total Non Current Assets		3,52,97,128	3,93,35,187
(2) Current Assets			
Inventories		-	-
Current Financial Assets			
(a) Current investments		-	-
(b) Trade receivables		-	-
(c) Cash and cash equivalents	2	21,44,772	29,790
(d) Bank Balance other than Cash and Cash equivalents		-	-
(e) Loans, Current		-	-
(f) Other Current Financial Assets		-	-
Total Current Financial Assets		21,44,772	29,790
Current Tax Assets (net)		-	-
Other Current Assets	3	6,017	1,34,847
Total Current Assets		21,50,788	1,64,637
Total Assets		3,74,47,916	3,94,99,824
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	4	40,00,000	40,00,000
Other Equity	5	(50,89,631)	83,513
Total Equity		(10,89,631)	40,83,513
(2) Liabilities			
Non-Current Liabilities			
Non-Current Financial Liabilities			
(a) Borrowings , non current	6	3,57,00,000	3,36,00,000
(b) Trade Payables , non current		-	-
(c) Other non current financial liabilities		-	-
Total Non-Current Financial Liabilities		3,57,00,000	3,36,00,000
Provision, non current		-	-
Deffered tax liabilities (net)		-	-
Other non current liabilities		-	-
Total Non-Current Liabilities		3,57,00,000	3,36,00,000
Current Liabilities			
Current Financial Liabilities			
(a) Borrowings , current		-	-
(b) Trade Payables , current		-	-
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises	7	-	-
(ii) Total Outstanding dues of creditors other than MSME		13,08,986	4,25,600
(c) Other current financial liabilities		-	-
Total Current Financial Liabilities		13,08,986	4,25,600
Other Current liabilities	8	6,00,261	4,62,411
Provision, current	9	9,28,300	9,28,300
Current tax liabilities (net)		-	-
Total Current Liabilities		28,37,547	18,16,311
Total Liabilities		3,85,37,547	3,54,16,311
Total Equity and Liabilities		3,74,47,916	3,94,99,824
NOTES TO ACCOUNTS	13		
Notes attached there to form an integral part of Statement of Assets & Liabilities As per Report of Even Date			
FOR , BHAGAT & CO.		For, Ardi Investment and Trading Co Ltd	
CHARTERED ACCOUNTANTS			
FRN No. 127250W			
S/d		S/d	S/d
SHANKAR PRASAD BHAGAT		(Director)	(Director)
(PARTNER)			
MEM. No. : 052725			
UDIN : 22052725AJXPEW5105			
PLACE: AHMEDABAD			
DATE : 30/05/2022			

ARDI INVESTMENT AND TRADING CO LTD

Statement of Profit & Loss for the Period Ended on 31st March, 2022

Sr. No.	Particulars	Note No.	Year ended March 31, 2022	Year ended March 31, 2021
			₹	₹
	Income			
I	Revenue from operations		-	-
II	Other Income	10	(40,90,613)	1,03,69,162
III	Total Income (I +II)		(40,90,613)	1,03,69,162
IV	Expenses			
	Cost of materials consumed		-	-
	Purchase of Stock - in trade		-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee Benefit Expense	11	1,50,000	1,50,000
	Financial Costs		-	-
	Depreciation and Amortization Expense		-	-
	Other Expenses	12	9,32,531	3,93,162
	Total Expenses (IV)		10,82,531	5,43,162
V	Profit before exceptional items and tax	(III - IV)	(51,73,144)	98,26,000
VI	Exceptional Items		-	-
VII	Profit before tax (V - VI)		(51,73,144)	98,26,000
VIII	Tax expense:			
	(1) Current tax		-	9,00,000
	(2) Deferred tax		-	-
IX	Profit(Loss) from the period from continuing operations (VII-VIII)		(51,73,144)	89,26,000
X	Profit/(Loss) from discontinuing operations before tax		-	-
XI	Tax expense of discounting operations		-	-
XII	Profit/(Loss) from Discontinuing operations (X-XI)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		(51,73,144)	89,26,000
XIV	Other comprehensive Income net of tax		-	-
XV	Total Comprehensive Income for the year		(51,73,144)	89,26,000
XVI	Details of equity share capital			
	Paid up equity share capital		40,00,000	40,00,000
	Face value of equity share capital		10/-	10/-
XVII	Earning per share:			
	Earning per equity share for continuing operations			
	(1) Basic earnings (loss) per share from continuing operations		(12.93)	22.32
	(2) Diluted earnings (loss) per share from continuing operations		(12.93)	22.32
	Earning per equity share for discontinued operations			
	(1) Basic earnings (loss) per share from discontinued operations		-	-
	(2) Diluted earnings (loss) per share from discontinued operations		-	-
	Earning per equity share:			
	(1) Basic earnings (loss) per share from continuing and discontinued operations		(12.93)	22.32
	(2) Diluted earnings (loss) per share from continuing and discontinued operations		(12.93)	22.32

NOTES TO ACCOUNTS

13

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per Report Of Even Date

FOR , BHAGAT & CO.
CHARTERED ACCOUNTANTS
FRN No. 144251W

For, Ardi Investment and Trading Co Ltd

S/d
SHANKAR PRASAD BHAGAT
(PARTNER)
MEM. No. : 052725
UDIN : 22052725AJXPEW5105
PLACE: AHMEDABAD
DATE : 30/05/2022

S/d
(Director)

S/d
(Director)

ARDI INVESTMENT AND TRADING CO LTD

Cash Flow Statement For The Year Ended 31st March, 2022

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
A. Cash Flow from Operating Activity		
Profit before Taxation	(51,73,144)	98,26,000
Add : Non Cash & Non Operating Expenses		
Profit/Loss on Shares	40,90,613	(1,03,69,162)
Other Income	-	-
Operating Profit before Working Capital Changes	(10,82,531)	(5,43,162)
Adjustment for;		
(Increase) / Decrease in Inventory	-	-
(Increase) / Decrease in Debtors	-	-
(Increase) / Decrease in Loans & Advances	-	-
(Increase) / Decrease in Current Assets	1,28,831	(74,947)
(Increase) / Decrease in Non Current Assets	-	24,86,585
(Increase) / Decrease in Short term Borrowings	21,00,000	(1,38,25,000)
(Increase) / Decrease in Non Current Liabilities	-	(50,31,300)
Increase / (Decrease) in Current Liabilities	1,37,850	1,92,850
Increase / (Decrease) in Trade Payables	8,83,386	3,00,000
Increase / (Decrease) in Provisions	-	9,00,000
Cash Generated from Operation	21,67,536	(1,55,94,974)
Taxes Paid	-	9,00,000
Net Cash Flow from Operating Activities	21,67,536	(1,64,94,974)
B. Cash Flow from Investing Activity		
(Increase) / Decrease in Fixed Assets (net)	-	-
(Increase) / Decrease in Investments & Accured Interest Thereon	40,38,059	61,25,813
Other Income	-	-
Profit on Shares	(40,90,613)	1,03,69,162
Net Cash Flow from Investing Activities	(52,554)	1,64,94,975
C. Cash Flow from Financing Activity		
Proceeds from Issue of Shares	-	-
Adjustments in Reserves and Surplus	-	-
Net Cash Flow from Financing Activities	-	-
Net Increase / (Decrease) in Cash & Cash Equivalents	21,14,982	-
Opening Balance of Cash & Cash Equivalents	29,790	29,790
Closing Balance of Cash & Cash Equivalents	21,44,772	29,790
Net Increase / (Decrease) in Cash & Cash Equivalents	21,14,982	-

FOR , BHAGAT & CO.
CHARTERED ACCOUNTANTS
FRN No. 144251W

For, Ardi Investment and Trading Co Ltd

S/d
SHANKAR PRASAD BHAGAT
(PARTNER)
MEM. No. : 052725
UDIN : 22052725AJXPEW5105
PLACE: AHMEDABAD
DATE : 30/05/2022

S/d
(Director)

S/d
(Director)

ARDI INVESTMENT AND TRADING CO LTD

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2022

Note : 1 Non Current Investment

Sr. No	Particulars	₹	₹
		2022	2021
1	Quoted Investments	3,52,97,128	3,93,35,187
	Total in ₹	3,52,97,128	3,93,35,187

Note : 2 Cash & Cash Equivalent

Sr. No	Particulars	₹	₹
		2022	2021
(A)	<u>Cash-in-Hand</u>		
1	Cash Balance	-	-
	Sub Total (A)	-	-
(B)	<u>Bank Balance</u>		
1	ICICI Bank	21,44,772	29,790
	Sub Total (B)	21,44,772	29,790
	Total in ₹ { A+B }	21,44,772	29,790

Note : 3 Other Current Assets

Sr. No	Particulars	₹	₹
		2022	2021
(A)	<u>Other Current Assets</u>		
1	GST Receivable	-	54,000
2	Others	6,017	80,847
	Total in ₹	6,017	1,34,847

ARDI INVESTMENT AND TRADING CO LTD

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2022

Statement of Change in Equity

(A) Equity Share Capital			
Particulars	2022	2021	
Balance as at beginning of year	40,00,000	40,00,000	
Changes in equity share capital due to prior period errors	-	-	
Restated balance at the beginning of the reporting period	40,00,000	40,00,000	
Changes in equity share capital during the year	-	-	
Balance as at end of year	40,00,000	40,00,000	

(B) Other Equity

Particulars	Reserves and Surplus		Total
	Securities Premium Reserve	Retain Earnings	
As at April 01, 2020	-	(88,42,487)	(88,42,487)
Profit for the year	-	89,26,000	89,26,000
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	89,26,000	89,26,000
Increase / Decrease in Securities Premium Reserve	-	-	-
Other Adjustments	-	-	-
As at March 31, 2021	-	83,513	83,513
Profit for the year	-	(51,73,144)	(51,73,144)
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	(51,73,144)	(51,73,144)
Increase / Decrease in Securities Premium Reserve	-	-	-
Other Adjustments	-	-	-
As at March 31, 2022	-	(50,89,631)	(50,89,631)

Note : 4 Equity Share Capital

Sr. No.	Particulars	₹ 2022	₹ 2021
(A)	AUTHORIZED CAPITAL		
1	3000000 Equity Shares of Rs. 10/- each	3,00,00,000	3,00,00,000
		3,00,00,000	3,00,00,000
(B)	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	To the Subscribers of the Memorandum		
1	400000 Equity Shares of Rs. 10/- each	40,00,000	40,00,000
	Total in ₹	40,00,000	40,00,000

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

Sr. No.	SHARE HOLDER'S NAME	2022	2021
1	Anish Trivedi	87,500 21.88%	87,500 21.88%
2	Gautam P. Sheth	87,500 21.88%	87,500 21.88%
3	Mithalal Prajapati	87,500 21.88%	87,500 21.88%
4	Rohit D. Shah	87,500 21.88%	87,500 21.88%

ARDI INVESTMENT AND TRADING CO LTD

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2022

Note : 5 Other Equity

		₹	₹
Sr. No.	Particulars	2022	2021
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	-	-
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (Special Reserve)	-	-
8	Surplus (Profit & Loss Account)	(50,89,631)	83,513
	Balance brought forward from previous year	83,513	(88,42,487)
	Less: Tax on Regular Assessment Paid / Short Provision Adj	-	-
	Add: Excess Provision Reversed	-	-
	Less: Tax Adjustment of Earlier Period	-	-
	Less: Profit / (Loss) for the period	(51,73,144)	89,26,000
	Total in ₹	(50,89,631)	83,513

Note : 6 Borrowings

		₹	₹
Sr. No.	Particulars	2022	2021
(A)	<u>Short Term Borrowings</u>		
1	Gautom Gems Ltd	3,36,00,000	3,36,00,000
2	Ajitbhai	21,00,000	-
	Total in ₹	3,57,00,000	3,36,00,000

Note : 7 Trades Payable , Current

		₹	₹
Sr. No.	Particulars	2022	2021
(A)	<u>Sundry Creditors (Less Than 1 year)</u>		
1	BSE Ltd	-	4,25,600
2	Other	13,08,986	-
	Total in ₹	13,08,986	4,25,600

Note : 8 Other Current Liabilities

		₹	₹
Sr. No.	Particulars	2022	2021
1	TDS Payable	-	30,000
2	Audit Fees Payble	53,550	35,700
3	Others	5,46,711	3,96,711
	Total in ₹	6,00,261	4,62,411

Note : 9 Provisions, Current

		₹	₹
Sr. No.	Particulars	2022	2021
(A)	<u>Other Provisions</u>		
1	Provision for Tax	9,28,300	9,28,300
	Total in ₹	9,28,300	9,28,300

ARDI INVESTMENT AND TRADING CO LTD

Notes Forming Part of Statement of Profit & Loss Accounts for the year ended 31st March, 2022

Note : 10 Other Income

		₹	₹
Sr. No	Particulars	2022	2021
1	Profit on Sale of Shares	(40,90,613)	1,03,69,162
	Total in ₹	(40,90,613)	1,03,69,162

Note : 11 Employment Benefit Expenses

		₹	₹
Sr. No	Particulars	2022	2021
1	Salary Expenses	1,50,000	1,50,000
	Total in ₹	1,50,000	1,50,000

Note : 12 Other Administrative Expenses

		₹	₹
Sr. No	Particulars	2022	2021
1	Audit Fees	17,850	17,850
2	Listing & Professional Fees	9,14,149	3,00,000
3	Other Expenses	532	75,312
	Total in ₹	9,32,531	3,93,162

Note : Ratio Analysis

	Particulars	2022	2021
(A)	Current Ratio	0.7580	0.0906
	(Current Assets/Current Liabilities)		
(B)	Inventory Turnover Ratio	NA	NA
	(Revenue From Operation/Closing Inventory)		
(C)	Trade Receivable Turnover Ratio	NA	NA
	(Revenue From Operation/Trade Receivable)		
(D)	Trade Payable Turnover Ratio	NA	NA
	(Total Purchase/Trade Payable)		
(E)	Net Working Capital Turnover Ratio	NA	NA
	(Revenue From Operation/Net Working Capital)		
(F)	Return on Equity	-474.76%	218.59%
	(Profit For Equity Shareholders/Equity)*100		
(G)	Net Profit Ratio	NA	NA
	(Net Profit/Revenue From Operation)*100		
(H)	Return on Capital Employed	-14.95%	26.08%
	(PBIT/Capital Employed)*100		
(I)	Debt Equity Ratio	-32.76	8.23
	(Total Outside Liabilities/Equity)		
(J)	Debt Service Coverage Ratio	NA	NA
	(PBIT/Interest Expenses)		

ARDI INVESTMENT AND TRADING CO LIMITED

Significant Accounting Policies and Notes forming part of Accounts

Note : 13

NOTES ON ACCOUNTS

1. Previous year's figures are regrouped/rearranged wherever necessary.
2. Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
3. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
4. In the opinion of the Board, the current assets are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
5. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) Payment to Statutory Auditors

	Current Year	Previous Year
1. Audit Fees	17,850/-	17,850/-

6. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

For, Bhagat & Co.
Chartered Accountants
FRN No:-127250W

For And On Behalf Of The Board

s/d
Sankar Prasad Bhagat
(Partner)
Mem. No.: 052725

s/d
(Director)

s/d
(Director)

Place: Ahmedabad
Date:30.05.2022

Significant Accounting Policies

A. Basis of preparation of Financial Statements

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

B. Revenue Recognition

There are no Revenue from Operations during the year.

C. Property, Plant and Equipments

Company does not have any Property, Plant and Equipments.

D. Depreciation

As there is no Property, Plant and Equipments, Depreciation is not applicable.

E. Impairment of Assets

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

F. Inventories

Company does not have any Inventories

G. Investments

Long Term Investments if any are stated at cost. Provision for diminution if any in value of assets is only made when the same is of permanent nature.

H. Retirement Benefits

- i As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.

ii It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

I. Borrowing Cost

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of suspended project for extended period, borrowing costs are not capitalized for such period.

J. Taxes on Income

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

K. Provision, Contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

L. Related Party Transactions

In accordance with the requirements of relevant Indian Accounting Standards, the following transactions are considered as Related Party transactions:-

Sr. No.	Name	Amount	Relationship	Nature of transaction
-	-	-	-	-

M. Foreign Currency Transaction

There are no such foreign currency transactions during the year.

N. C/F Value of Import Raw Materials: NIL**O. Expenditure in Foreign Currency: NIL**

P. Earning per Share: The Earning Per Share (IndAS-33) has been computed as under:-

(a) Profit/(Loss) after tax	Rs. (51,73,144)
(b) Equity Share (In Number)	No. 4,00,000
(c) Nominal value of share	Rs. 10 per share
(d) EPS	Rs. (12.93)

For, Bhagat & Co.
Chartered Accountants
FRN No:-127250W

For And On Behalf Of The Board

s/d
Sankar Prasad Bhagat
(Partner)
Mem. No.: 052725

s/d
(Director)

s/d
(Director)

Place: Ahmedabad
Date:30.05.2022

ARDI INVESTMENT AND TRADING CO LTD

Registered Office : Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai Mumbai City MH 400056 IN,
Email- compliancingardi@gmail.com Phone No.: 022-28764128 / 26248888,

Form MGT-11

Proxy Form

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Annual General Meeting – Monday, 19th September, 2022

Name of the shareholder(s): _____ Registered Address: _____

E-mail ID: _____ Folio No ./Client Id : _____ DP ID : _____

I/We, being member(S) of **Ardi Investment And Trading Co Limited**, holding__share of the company, hereby appoint

A: Name _____

Address: _____

E-mail ID: _____ Signature: _____ Or failing him/her

B: Name _____

Address: _____

E-mail ID: _____ Signature: _____ Or failing him/her

C: Name _____

Address: _____

E-mail ID: _____ Signature: _____ Or failing him/her

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on – Monday, 19th September, 2022 at 11.00 AM at Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai City MH 400056 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	VOTING	
ORDINARY BUSINESS		FOR	AGAINST
1.	Adoption of the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Gautam Pravinchandra Sheth (DIN:06748854), who retires by rotation, and being eligible offers himself for re-appointment.		
3.	To reappoint statutory auditors and fix their remuneration		
SPECIAL BUSINESS			
4.	Appointment of Mr. Gautam Pravinchandra_ Sheth As A Managing Director		

5.	Appointment of Mr. Chiragkumar Rameshbhai Parmar as Director		
6.	Appointment of Mrs. Nilam Viren Makwana as Independent Director		

Signed this..... day of... 2022

Signature of shareholder Signature of Proxy holder(s)

Note: 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.

ARDI INVESTMENT AND TRADING CO LTD

**Registered Office : Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai Mumbai City MH 400056 IN,
Email- compliancingardi@gmail.com Phone No.: 022-28764128 / 26248888,**

+
Annual General Meeting – Monday, 19th September, 2022

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 19th September at 11.00 AM at Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle Mumbai 400056.

Signature of the Member Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for-

Route Map to the Venue of Annual General Meeting

ARDI INVESTMENT AND TRADING CO LTD

Shop No. 3 Hemu Castle, Dadabhai Road, Near Gokhlibai School Vile Parle (W) Mumbai - 400056

