

ADJIA TECHNOLOGIES PRIVATE LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2018-19

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. ASIT TRIPATHI **Director**

Mr. DHIRAJ SHARMA **Director**

Mr. GANPATBHAI PATEL **Director**

AUDITORS:

M/s. Deora Maheshwari & Co.
Chartered Accountants,

REGISTERED OFFICE:

301, Videocon Arizona,
Near Navgujarat College,
Ashram Road, Usmanpura,
Ahmedabad-380014

ADJIA TECHNOLOGIES PRIVATE LIMITED

Address: 301, Videocon Arizona, Near Navgujarat College, Ashram Road, Usmanpura, Ahmedabad-380014

CIN: U74140GJ2015PTC085465

Email ID: tripathiasit25@gmail.com

NOTICE

NOTICE is hereby given that the **Annual General Meeting** of **ADJIA TECHNOLOGIES PRIVATE LIMITED** will be held on Monday, 30th September, 2019 at 12:00 P.M. at the Registered Office of the Company situated at **301, Videocon Arizona, Near Navgujarat College, Ashram Road, Usmanpura, Ahmedabad-380014** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Director's and Auditor's thereon.

**Registered Office:
301, Videocon Arizona,
Near Navgujarat College,
Ashram Road, Usmanpura,
Ahmedabad-380014**

**BY ORDER OF THE BOARD OF DIRECTORS OF
ADJIA TECHNOLOGIES PRIVATE LIMITED**

SD/-

**ASIT TRIPATHI
DIRECTOR
DIN: 07371400**

Date: 03/06/2019

NOTES:

(a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

(b) THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

BOARD'S REPORT

Dear Shareholders,

Your directors have pleasure to present the 2nd (Second) Annual Report together with the Audited Statement of Accounts of **ADJIA TECHNOLOGIES PRIVATE LIMITED** (“the Company”) for the year ended March 31st, 2019.

1. FINANCIAL PERFORMANCE

A summary of the comparative financial performance of the Company for Financial Year 2018-19 and Financial Year 2017-18 is presented below :

(Amount in Rs.)

Particulars	Financial Year ended	
	<u>31/03/2019</u>	<u>31/03/2018</u>
Revenue from Operations	-	-
Other Income	-	-
Total Income	-	-
Total Expenses	15,380	3,000
Profit/(loss) before Tax (EBT)	(15,380)	(3,000)
Provision for Income Tax		
(i) Current Tax	-	-
(ii) Deferred Tax	-	-
(iii) Tax of Earlier Year	-	-
Net Profit/(Loss) After Tax	(15,380)	(3,000)

2. STATE OF THE COMPANY'S AFFAIRS

The Company has Nil revenue for FY 2017-18 and FY 2018-19.

Total expenditure for the period ended as at March 31st, 2019 amounted to Rs. 15,380/- as compared to Rs. 3,000/- of the previous year.

The Earning Before Tax (EBT) for the year ended March 31st, 2019 amounted to Rs. (15,380)/-against the profit of Rs. (3,000)/- in the previous Year.

The Profit after Tax for the year ended March 31st, 2019 amounted to Rs. (15,380)/-against the profit of Rs. (3,000)/- in the previous Year.

Your Directors are hopeful to exploit the present resources in an efficient manner and achieve better results in the future through better planning and efficient management techniques.

3. RESERVES

The company has not earned any profits for the FY 2018-19 and FY 2017-18.

4. DIVIDEND

To conserve the resources for future growth of the company, your directors do not propose any dividend for the current year.

5. HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary, Joint Venture or Associate Company at the beginning of the year, during the year or at the end of the year.

6. DIRECTORS

There is no change in the constitution of the Board of Directors of the Company during the said financial year.

7. DETAILS OF BOARD MEETINGS

During the year, 4 (Four) number of Board meetings were held.

Sr. No.	Date of Board Meeting	Directors Present
1.	30.05.2018	1. Mr. Asit Tripathi 2. Mr. Dhiraj Sharma 3. Mr. Ganpatbhai Patel
2.	13.08.2018	1. Mr. Asit Tripathi 2. Mr. Dhiraj Sharma 3. Mr. Ganpatbhai Patel
3.	30.10.2018	1. Mr. Asit Tripathi 2. Mr. Dhiraj Sharma 3. Mr. Ganpatbhai Patel
4.	15.02.2019	1. Mr. Asit Tripathi 2. Mr. Dhiraj Sharma 3. Mr. Ganpatbhai Patel

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and loss of the company for that period;
- (c) the directors had 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 had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. STATUTORY AUDITORS & THEIR REPORT

The Company has appointed M/s. Deora Maheshwari & Co., Chartered Accountants (FRN: 123009W) as Statutory Auditor of the company in the 1ST Annual General Meeting for a period of 5 years till the conclusion of 6th Annual General Meeting.

There are no qualifications or adverse remarks in the Auditor's Report.

10. EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as "**Annexure-A**" of this report.

11. MATERIAL CHANGES DURING THE YEAR

There were no material changes during the year, which may have adverse effect on the operations of the Company.

12. RELATED PARTY TRANSACTIONS

During the year under review, the related party transactions entered by the company were in ordinary course of business and at arm's length basis if any. Thus, disclosure in Form AOC-2 is not required.

13. PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:

During the year the company has not provided any guarantee or has not made any investments as specified under Section 186 of the Companies Act, 2013.

However, the particulars of loans and advances made under section 186 of the companies act, 2013 are furnished in "Note No. 6" of the notes of financial statement.

14. DEPOSITS

The Company, during the year has not invited/ accepted any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

15. RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to

anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making.

16. INTERNAL FINANCIAL CONTROLS

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

17. PARTICULARS OF EMPLOYEES

During the year salaries were not paid and company has not paid remuneration to any of its employees beyond the limits specified under rule 5(2) of the Companies (Appointment and remuneration of managerial personnel) Rules 2014.

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals which impact the going concern status and company's operations.

19. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are as follows:

Conservation of energy-

Particulars	Current Year 2018-19 (Rs.)	Previous Year 2017-18 (Rs.)
Electricity		
Purchased units	-	-
Total Amount	-	-
Rate per Unit	-	-
Own Generator		
From Non-Cooking Coal (Coal & Lignite)		
Unit (kwh) Generated	-	-
Total Amount	-	-
Rate Per M.T	-	-

Technology absorption-

- i. The efforts made towards technology absorption: NIL

- ii. The benefits derived like product improvement, cost reduction, product development or import substitution; N.A
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year - N.A
- iv. The expenditure incurred on Research and Development. N.A

Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as follows:

Particulars	Current Year (2018-19) (Rs.)	Previous Year (2017-18) (Rs.)
Earning (Export Sales) F.O. B	-	-
Outgo	-	-

20. SEXUAL HARASSMENT:

The Company has been employing women employees in various cadres within its office. The Company has in place a policy against sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the Financial Year 2018-19 and hence no complaint is outstanding as on March 31, 2019 for redressal.

21. SHARE CAPITAL

During the year, there was no change in the share capital of the company and there were no buy back of securities and there was no issue of sweat Equity Shares/Bonus Shares.

22. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFTER BALANCE SHEET DATE

There are no material changes and commitments, after Balance Sheet date except those mentioned above which may have adverse effect on the operations of the Company.

23. CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Company is not required to undertake any CSR activities for the Financial Year 2018-19 and accordingly information required to be provided under Section 134(3) of the Companies Act, 2013 read with the Rule 9 of the Companies (Accounts) Rules, 2014 in relation to disclosure about Corporate Social Responsibility are currently not applicable to the Company.

24. COMPLIANCE WITH THE SECRETARIAL STANDARDS

The Company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

25. ACKNOWLEDGEMENT

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**Registered Office:
301, Videocon Arizona,
Near Navgujarat College,
Ashram Road, Usmanpura,
Ahmedabad-380014**

**BY ORDER OF THE BOARD OF DIRECTORS OF
ADJIA TECHNOLOGIES PRIVATE LIMITED**

SD/-

**ASIT TRIPATHI
DIRECTOR
DIN: 07776896**

Date: 03/06/2019

Annexure- A

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN : U74140GJ2015PTC085465
- ii. Registration Date : 22nd December, 2015
- iii. Name of the Company : Adjia Technologies Private Limited
- iv. Category / Sub-Category of the Company : Private Company Limited by Shares, Non Govt. Company
- v. Address of the Registered Office and contact details : 301, Videocon Arizona, Near Navgujarat college, Near Ashram road, Usmanpura, Ahmedabad-380014
- vi. Whether listed company Yes/ No : No
- vii. Name, Address and contact details of Registrar & Transfer Agents (RTA), if any : N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company

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

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

II. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	10000	10000	100	0	10000	10000	100	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s).									
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total: (A)(1)	0	10000	10000	100.00	0	10000	10000	100.00	0.00
(2) Foreign									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0	0	0	0		0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total: (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	10000	10000	100.00	0	10000	10000	100.00	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0	0.00
d) State Govt(s).	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) FIIS	0	0	0	0.00	0	0	0	0	0.00

h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub Total (B)(1):	0	0	0	0.00	0	0	0	0	0.00
(2)Non Institutions									
a) Bodies Corporates									
i) Indian	0	0	0	0.00	0	0	0	0	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0.00	0	0	0	0	0.00
c) Others (Specify)	0	0	0	0	0	0	0	0	0.00
Sub Total (B)(2):	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0.00	0	0	0	0	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)	0	10000	10000	100.00	0	10000	10000	100.00	0.00

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year				
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year	% change in share holding during the year
1.	Asit Tripathi	3340	33.40	0	3340	33.40	0	0	0
2.	Dhiraj Sharma	3330	33.30	0	3330	33.30	0	0	0
3.	Ganpatbhai Patel	3330	33.30	0	3330	33.30	0	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year & End the end of the Year.		Date	Increase/ Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	No Change							

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year & End the end of the		Date	Increase/ Decrease	Reason	Cumulative Shareholding during the	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
Not Applicable								

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year &		Date	Increase/ Decrease	Reason	Cumulative Shareholding during the	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Asit Tripathi	3340	33.40	No Change			3340	33.40
		3340	33.40					

2.	Dhiraj Sharma	3330	33.30	No Change	3330	33.30
		3330	33.30			
3.	Ganpatbhai Patel	3330	33.30	No Change	3330	33.30
		3330	33.30			

III. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	Nil	579,340	Nil	579,340
ii)Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
Total(i+ii+iii)	Nil	579,340	Nil	579,340
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i)Principal Amount	Nil	579,340	Nil	579,340
ii)Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
Total(i+ii+iii)	Nil	579,340	Nil	579,340

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SL No.	Particulars of Remuneration	Name of MD,WTD and/or Manager		Total
		Director	Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
		--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
	Stock Option	--	--	--
	Sweat Equity	--	--	--

	Commission- as % of profit- Others, specify	--	--	--
2.	Others, please specify	--	--	--
3.	Total (A)	--	--	--
4.	Ceiling as per the Act	Not applicable		

B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Director				
	• Fee for attending board committee meetings	---			---
	• Commission	---			---
	• Others, Please specify	---			---
	Total (1)	---			---
2.	Other Non-Executive Directors				
	Particulars of Remuneration	Name of Directors			Total Amount
	• Fee for attending board committee meetings	---	---	---	---
	• Commission	---	---	---	---
	• Others, Please specify	---	---	---	---
	Total (2)	---	---	---	---
	Total (B)=(1+2)	---	---	---	---
	Total Managerial Remuneration	---	---	---	---
	Overall ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission • as % of profit	--	--	--	--
	• Others, specify...				
5.	Others, please specify	---	---	---	---

Total	---	---	---	---
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V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			Not applicable		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			Not applicable		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			Not applicable		
Compounding					

Registered Office:
301, Videocon Arizona,
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Ashram Road, Usmanpura,
Ahmedabad-380014

BY ORDER OF THE BOARD OF DIRECTORS OF
ADJIA TECHNOLOGIES PRIVATE LIMITED

Date: 02/09/2019

SD/-

ASIT TRIPATHI
DIRECTOR
DIN: 07371400

SD/-
DHIRAJ SHARMA
DIRECTOR
DIN: 07371413