

NOTICE

Notice is hereby given that the Annual General Meeting of the member will be held on Thursday, 6th June, 2013, at 1:00 PM. at the registered office of the Company at 22, Rajindra Park, New Delhi-110060 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit & Loss Account for the year ended 31st March 2013 and the report of Auditors and Director thereon.
2. To re-appoint **M/s RDAK & ASSOCIATES** as Auditors of the Company for the period commencing from the conclusion of this meeting until, the conclusion of next Annual General meeting on remuneration to be fixed by the Board of Directors.
3. To appoint a Director in place of **Mr. Virendra Jain**, who retires by rotation and being eligible offers himself for re-appointment.

NOTES:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him / herself and a proxy need not be a member, proxies in order to be effective, must be deposited with the Company not less than 48 hours before holdings of the meeting.
2. Members are requested to intimate the Company, change if any, in their registered addresses.
3. The register of members & share Transfer books will remain closed from 30th May 2013 to 6th June 2013 (both days inclusive).
4. Members / Proxies are requested to bring their copy of Annual Reports to the Meeting.
5. As per the Provisions of amended companies Act, 1956 facilities for making nomination is now available to the shareholder of the company in respect of shares held by them.
6. Members / Proxies are requested to produce the enclosed attendance slip duly filled and signed as per the specimen signature recorded with the Company for admission to the meeting Hall.

BY ORDER OF THE BOARD
ABHIJIT TRADING COMPANY LIMITED


VIRENDRA JAIN
DIRECTOR

Place: Delhi
Dated: 13.05.2013

DIRECTOR'S REPORT

The Shareholders,
M/S ABHIJIT TRADING COMPANY LIMITED
New Delhi.

Your Directors have pleasures in presenting the Annual Report of the Company together with the audited accounts for the year ended 31st March, 2013.

1. **FINANCIAL & ACCOUNTS:**

The Financial Results of the Company shows that it has earned a Net Profit of Rs.19,967/- (Previous Year Loss of Rs. 6, 45,001) directors are hopeful of better results in ensuring year.

2. **PARTICULARS OF EMPLOYEES:**

None of the employees of your company were drawing emoluments exceeding the Limits prescribed u/s 217 (2A) of the Companies Act, 1956 read with the company (particular of employees) Rules, 1975 during the Year.

3. **APPOINTMENT OF AUDITORS:**

To re-appoint **M/s RDAK & ASSOCIATES** as Auditors of the Company for the period commencing from the conclusion of this meeting until, the conclusion of next Annual General meeting on remuneration to be fixed by the Board of Directors.

4. **AUDITORS' REPORT:**

The company did not give any Unsecured Loan to any party covered in the register maintained under section 301 of the Companies Act, 1956 during the Financial Year 2012-13 as mentioned in the clause (iii) (a) of the Audit Report. The other comments of the Audit Report are self explanatory & need not required any comment from Board of Directors.

5. **CONSERVATION OF ENERGY:**

Your company not being a Manufacturing company, has not consumed energy of any significant level and accordingly no measures were taken for energy conservation and no additional investments was made for reduction of energy consumption.

6. **TECHNOLOGY ABSORPTION:**

No comment is made on technology absorption considering the nature of activities undertaken by your company during the year under review.

7. **COMPLIANCE CERTIFICATE:**

The Company has obtained Compliance Certificate U/s 383(A) from a Practicing Company Secretaries and the same is taken on record by board of Directors. This certificate does not call for any adverse comments.

8. **FOREIGN EXCHANGE:**

There has been no foreign exchange outflow during the year.

9. **FIXED DEPOSIT:**

The Company did not invite / accept any fixed deposited u/s 58-A of the Companies Act, 1956.

10. **DIRECTORS**

- (i) **Mr. Virendra Jain** retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

11. **REGISTERED ADDRESS**

- (i) During the year the company has shifted its registered office from West Bengal to Delhi from 04.09.2012. All necessary proceedings have been initiated so far regarding such address change.

12. **DIRECTORS' RESPONSIBILITY STATEMENT:**

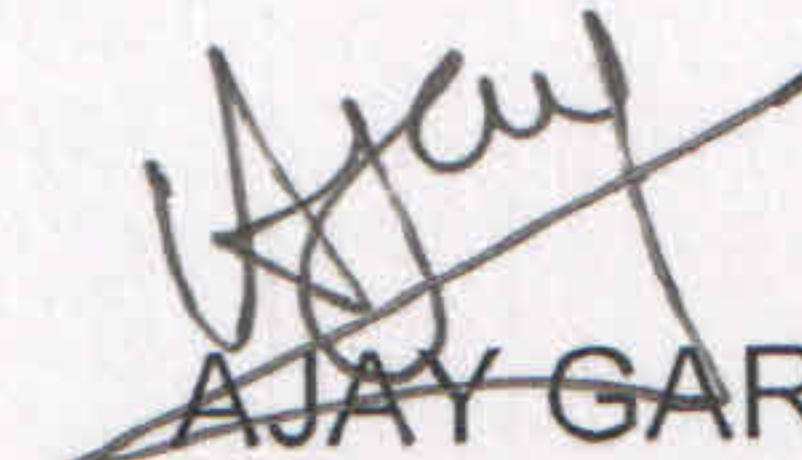
As required under Section 217 (2AA), which was introduced by the Companies (Amendment) Act, 2000 your Directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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 as on 31st March 2013 and Profit & Loss Account of the company of the year ended 31st March 2013.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on a going concern basis.
- (v) There have been no such material changes and commitments affecting the financial position subsequent to close of the financial year.

13. **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their deep sense of appreciation for the devoted services of the executives and staff of the Company for its success.

FOR AND ON BEHALF OF THE BOARD
ABHIJIT TRADING COMPANY LIMITED


AJAY GARG
DIRECTOR

Din No. 00414387


VIRENDRA JAIN
DIRECTOR

Din No. 00530078

Place: Delhi
Dated: 13.05.2013

-:CORPORATE GOVERNANCE:-

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

MANDATORY REQUIREMENTS

BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of three members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting is also dispatched with the notice. The members of board discuss each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

During the year Eight Board Meetings have taken place on 30.05.2012, 25.07.2012, 09.08.2012, 14.08.2012, 23.08.2012, 14.11.2012, 14.02.2013, 31.03.2013.

The composition and category of Board during the year as follows:

Name of the Director	Designation	Category
Ajay Garg	Chairman	Independent & Non- Executive
Virendra Jain	Director	Promoter & Executive
Ramesh Kumar Murolia	Director	Independent & Non- Executive

Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Ajay Garg	Chairman	Independent & Non- Executive	7	Yes
Virendra Jain	Director	Promoter & Executive	8	Yes
Ramesh Kumar Murolia	Director	Independent & Non- Executive	8	Yes

COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of clause 49 of listing agreement.

The Composition of audit committee is as follows:

Name of the Director	Designation	Category
Ajay Garg	Chairman	Independent & Non- Executive
Virendra Jain	Director	Promoter & Executive
Ramesh Kumar Murolia	Director	Independent & Non- Executive

ROLE AND RESPONSIBILITIES

The role of Audit Committee includes the review of following:

- Financial Reporting Process
- Draft Financial Results (Quarterly & Annual)
- Record of related party transaction
- Reviewing the company's financial and risk management policies
- Management discussion and analysis of financial condition and results of operations
- Compliance with stock exchanges and legal requirement concerning financial statements
- Any other power which are specifically delegated by the board from time to time

The role of the Audit Committee includes recommending the appointment and removal of Statutory Auditor, discussion of Audit plan, fixation of Audit fees and also approval for payment of any other services.

REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary.

The Composition of Remuneration Committee is as follows:

Name of the Director	Designation	Category
Ajay Garg	Chairman	Independent & Non- Executive
Virendra Jain	Director	Promoter & Executive
Ramesh Kumar Murolia	Director	Independent & Non- Executive

CODE OF CONDUCT

As per Clause 49 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well. Annual Compliance Report for the year ended 31st March, 2013 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

COMPLIANCE REPORT

The Board periodically reviews compliance report of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances, if any.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES

Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

COMPLIANCE OFFICER OF THE COMPANY

Ajay Garg

GENERAL BODY MEETING

Annual General Meeting held during the previous financial year

Year	Date	Venue	Time	Business Transacted
2012	20.08.2012	11 No, NARAYAN PRASAD BABU LANE, THIRDFLOOR, KOLKATA, WEST BENGAL, INDIA ,700007	10:00 A.M.	Ordinary Business

All resolutions proposed for the above said meetings were duly passed by show of hands.

STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

MEANS OF COMMUNICATIONS

The Company communicates with the shareholders at large through its Annual reports and financial results published therein.

The quarterly results are published in the newspapers.

DISCLOSURES

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

MANAGEMENT DISCUSSION AND ANALYSIS

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

MARKET PRICE DATA

There has been no trading in UP Stock Exchange, during the year 2012-2013.

SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING

Date : 06th June 2013
Time : 01 P.M.
Venue: 22, Rajindra Park,
New Delhi, Delhi-110060

FINANCIAL CALENDAR (tentative)

Financial Year- 1st April 2013 to 31st March 2014

Annual General Meeting for the next year ending 31st March 2013: Before 30th September 2013.

DATE OF BOOK CLOSURE:

30th May, 2013 to 6th June, 2013 (both days inclusive)

LISTING ON STOCK EXCHANGE:

UP Stock Exchange Limited, Padam Towers, 15/113, Civil Lines, Kanpur-208001 (UP)

CORPORATE IDENTIFICATION NUMBER: L51909DL1982PLC241785

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2012 TO 31.03.2013

Complaint received from the shareholders of the company during the year was duly resolved up to the satisfaction of our shareholders & no complaint was pending at the end of financial year.

SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH 2013

Category	Total No. of Shares	%age
Promoter		
a) Indian	20000.00	2.00%
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	979000.00	98.00%

DISTRIBUTION OF SHAREHOLDERS AS ON 31ST MARCH 2013

Shareholding of Nominal Value		No. of Shareholder	% of Shareholder	No of Shares held	% of Shareholding
(Rs.)	(Rs.)				
Up to	100000	54	85.71	229000	22.92
100001	ABOVE	9	14.29	770000	77.08
TOTAL		63	100	999000	100

DEMATERIALISATION OF SHARES AND LIQUIDITY

The company shares are not traded in dematerialized form but now we are in the process to dematerialize our shares.

ADDRESS FOR CORRESPONDENCE

Abhijit Trading Co. Ltd.
22, Rajindra Nagar,
New Delhi
Delhi-110060

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

SECRETARIAL AUDIT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital, a secretarial audit is carried out by a Practicing Company Secretary on Quarterly basis.