

BOARD OF DIRECTORS

Jagdish Jani,
Ankur Shah
Devendra S Shah
Vimal Kumar Raval

Chairman
Managing Director.
Ind. Director
Ind. Director

REGISTERED OFFICE

B-7/404, NATRAJ TOWNSHIP PART-II,
PARSURAM NAGAR SOC. RD.,
SAYAJIGUNJ, VADODARA – 390005

R & T AGENT

Purva Shareregistry (India) P. Ltd
9, Shiv Shakti Indl. Estate
J. R Boricha Marg,
Opp. Kasturba Hospital,
Lower Parel (E)
Mumbai – 400 011

BANKERS

AXIS BANK LTD

AUDITORS

Dinesh S. Bang & Co
Chartered Accountants
Mumbai

BOOK CLOSURE

02-09-2013 TO 06-09-2013
(BOTH DAYS INCLUSIVE)

AGM DATE

Friday, 06-09-2013 at 11.00 A. M

AGM VENUE

Registered office of the Company

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of the Company will be held on Friday, 06th September, 2013 at 11.00 A.M. at the Registered office of the Company at B-7/404, Natraj Township Part-II, Parsuram Nagar society Road, Sayajigunj, Vadodara, Gujarat-390005 to consider and transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss account for the year ended 31st March, 2013 and the Balance Sheet as on that date, along with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Jagdish Jani, who retires by rotation, but being eligible offers himself for re-appointment.
3. To appoint auditors of the company to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr. Vimal Kumar Raval who was appointed as an Additional Director of the Company on 21/06/2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

By the Order of the Board of Directors

Place : Baroda
Dated : 01/08/2013

Sd/-
Jagdish Jani
Chairman

NOTES :

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
- (b) The Companies (Amendment) Act, 1999 extended nomination facility to individuals holding shares in companies. Shareholders, in particular whose holding is in single name, are requested to avail of the above facility by furnishing to the Company, the particulars of their nomination. They may please write to the company for obtaining the prescribed nomination form.
- (c) The Registered of Members and share transfer books of the company will remain close from 02-09-2013 to 06-09-2013 (both days inclusive).

- (c) Members are requested to notify the change in the address immediately.
- (d) Members are requested to bring their copies of the Annual Report to the Meeting.

Shareholders seeking information on accounts published herein are kindly requested to furnish their queries to the company at its Registered office at least 10 days before the date of the Meeting.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no. 4

Mr.Vimal Kumar Raval, was appointed by the Board of Director of the Company as an Additional Director w.e.f from 21/06/2013 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about his are given in para 2 of the Corporate Governance Report. A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose his appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except Vimal Kumar Raval himself.

Place : Baroda
Dated : 01/08/2013

By the Order of the Board of Directors
Sd/-
Jagdish Jani
Chairman

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in placing before you the 19TH Annual Report and Audited Accounts for the financial year ended on 31st March, 2013.

FINANCIAL HIGHLIGHTS

The summarised financial results are as under :

Amnts.in Rupees

Particulars	2012-13	2011-12
Turnover	8846780.00	99,342,604.00
Expenditure	9129311.00	99,295,711.00
Profit/ Loss Before Tax	(282531)	46,893.00
Profit / Loss After Tax	(282531)	46,893.00

DIVIDEND

Your Director's regret their inability to recommend any dividend.

REVIEW OF OPERATIONS

The Company stopped manufacturing activity since last so many year after disposing off the properties and trying to approach new areas of working. The company is actively in the market of cotton and textiles and is an active supplier of cotton in the open market. However due to turnover of the Company reduced by around 33% year to year on basis. Company is trying to retain its market with best quality of product and with better trade policies.

DEPOSITS

The Company has not accepted any deposits within the meaning of the provisions of Section 58-A of the Companies Act, 1956.

DIRECTORS

Jagdish Jani, Director of the Company will retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for the reappointment. During the year Kirit Shah, Sanjay Savani and Anish Shah resigned and in their places Devendra S Shah and Vimal Kumar S. Raval have been inducted.

AUDITORS

During the year under review, M/s L.N.Patel & Co., Ahmedabad, Chartered Accountants have shown their inability to continue to be the auditors of the company and tendered the resignation before the board of directors. The Board considered the same and approached new auditor firm M/s Dinesh S. Bang & Co., Chartered Accountants, Mumbai and they gave their consent to become the statutory auditors of the company for the F.Y. 12-13. The Board considered the same in their meeting held on 18/10/2012 and fixed an EGM to be convened on 29/12/2012 for seeking consent of shareholders due to change in auditors.

M/s Dinesh S. Bang & Co, Chartered Accountants, Mumbai, the Statutory Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The notes referred to by Auditors in the report are self explanatory and hence do not require any explanation.

PERSONNEL

The Employee relation remained cordial throughout the year. Your Directors wish to place on record their appreciation of the committed service rendered by all the staff members of the Company.

There are no employees who particulars are required to be shown in terms of provisions of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 as amended.

Information pursuant to Section 217(1)(e) of the Companies Act, 1956.

A. Conservation of Energy

In house study was made for identifying areas for optimum utilisation of power and fuel. No additional investment has been made or proposed to for reduction of consumption of energy.

B. Research, Development and Technology Absorption

The company did not carry any activity of Research and Development (R & D) programme and also no effort has been made towards technology absorption, adaptation and innovation.

C. Foreign Exchange Earning & Outgo

The Company did not have any Foreign Exchange earning / Outgo during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of section 217 (2AA) of the Companies Act, 1956, the Board of Directors hereby state and confirm that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the Company at the end of the financial year and of the profit of the Company for that period.

- iii) The Directors had 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 for preventing and detecting fraud and other irregularities.
- iv) The Directors had prepared the annual accounts on a going concern basis

ACKNOWLEDGEMENTS

The Board of Directors convey their sincere appreciation and gratitude to their Employees, Bankers, Shareholders, Customers and various agencies for their continued support and co-operation to the company.

For and on behalf of the Board

SD/-
Jagdish Jani
Chairman

Place : Baroda
Dated : 01/08/2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT
(Within the limits set by the Company's competitive position)

- (i) **Industry structure and developments**
The Company's business was related to ginning and pressing of cotton and cotton bales. Presently the company is engaged in the business of trading in cotton.
- (ii) **Opportunities and Threats**
Opportunities:
Growing demand of the company's business in the domestic market
Threats:
Rapid fluctuations in the market
Squeeze on Margins due to competition
Frequent changes in Government policies
- (iii) **Segment Wise- Product wise performance**
The company is engaged in a single product only.
- (iv) **Outlook**
The outlook of the industry is positive given the size of the opportunity. Due to unforeseen circumstances the company could not function to its fullest potential during the previous year and the year under review. However, the company is in the process of restructuring and streamlining the company and is confident of improving the performance in near future.
- (v) **Risk and Concerns :** See " Threats above"
- (vi) **Internal Control systems and its adequacy**
The company has internal control systems, the adequacy of which has been reported by its auditors in their report as required under the Companies (Auditor's Report) Order 2003.
- (vii) **Discussion on financial performance of the Company with respect to operational performance.**
Trading in cotton is actively carrying on the Company during the reporting year also and better results than the previous years is therein the pipeline.
The company did not do well due to first year of its diversified activity in the field of F & O segment trading still company is confident to repose the satisfactory performance in the coming years.
- (vii) **Material developments in Human resources / industrial Relations front , including number of people employed**
There has been no material development on the Human Resource/ Industrial Relations front during the year. Relations between the management and the staff continued to remain cordial.
- (Viii) **Cautionary Statement**
This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and can not guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different. The Company does not assume any obligation for such variations.

Place : Baroda
Dated : 01/08/2013

By the Order of the Board of Directors
Sd/-
Jagdish Jani
Chairman