

THIRTY FIRST ANNUAL REPORT 2012-2013 OF EXDON TRADING COMPANY LIMITED

BOARD OF DIRECTOR

ASHOK HIRALAL SHAH	- DIRECTOR
NAVNEET SINGH	- DIRECTOR
NILESHKUMAR HASMUKLAL KHATRI	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Unite No. 9, Shiv Shakti Industrial Estate, Ground Floor,
JR Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai- 400011,
Ph No: 22-2301 6761 / 8261
Fax No: 22-2301 2517

REGISTERED OFFICE

20, Western Prabhadevi Building,
Near Kismat Cinema, Prabhadevi,
Mumbai-400004,
Maharashtra, India.

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NOTICE

NOTICE is hereby given that the **31ST ANNUAL GENERAL MEETING** of the Members of **EXDON TRADING COMPANY LIMITED** will be held at the Registered Office of the Company at **20, Western Prabhadevi Building, Near Kismat Cinema, Prabhadevi, Mumbai-400004, Maharashtra, India** on **Monday, 30th day of September, 2013 at 02:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2013** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **MR. NILESHKUMAR HASMUKLAL KHATRI**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. DHARMESH PRAVINCHANDRA SHAH who was appointed as an additional director of the Company by the Board of Directors with effect from 14.05.2013 and holds office up to the date of this Annual General Meeting under Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company whose period of office will be liable to retire by rotation."

By Order of the Board
For, EXDON TRADING COMPANY LIMITED

PLACE: MUMBAI
DATE: 30.08.2013

(ASHOK HIRALAL SHAH)
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 23th September, 2013 to 30th September, 2013 (both days inclusive).
6. M/s Purva Sharegistry (India) Private Limited having registered office at No.-9, Shiv Shakti Industrial Estate, Gr. Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, MUMBAI-400011 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.

7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. NILESHKUMAR HASMUKLAL KHATRI is Director of the Company. He has rich experience in the field of Marketing. He has been associated with the Company w.e.f. 30th April, 2012. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. NILESHKUMAR HASMUKLAL KHATRI retires by rotation and being eligible offers himself for re-appointment.

9. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item No. 4 of the Notice is annexed hereto.

Annexure to the Notice

EXPLANATORY STATEMENT

[Pursuant to the Provisions of Section 173 (2) of the Companies Act, 1956]

ITEM NO. 4 OF THE NOTICE:

Mr. DHARMESH PRAVINCHANDRA SHAH was appointed as additional director of the Company with effect from 14.05.2013 holds office up to the date of forthcoming Annual General Meeting. He is well qualified person and it is in the interest of the Company to appoint him as a director of the Company. The board recommends for his appointment.

The Directors recommend the aforesaid resolution for adoption by the members.

None of the Directors are in any way concerned or interested except Mr. DHARMESH PRAVINCHANDRA SHAH in the aforesaid resolution.

**For and on Behalf of the Board
For, EXDON TRADING COMPANY LIMITED**

**PLACE: MUMBAI
DATE: 30.08.2013**

**(ASHOK HIRALAL SHAH)
CHAIRMAN**

DIRECTORS' REPORT***Dear Shareholders,***

Your Directors hereby present the 31st Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2013**.

OPERATIONS REVIEW:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company not in position to generate any revenue from the operation but after some fixed cost company gain Net Profit of Rs. 58888/-.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. NILESHKUMAR HASMUKLAL KHATRI Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr. DHARMESH PRAVINCHANDRA SHAH was appointed as an additional director of the Company w.e.f. 14.05.2013 and eligible for re-appointment as director of the Company at the forthcoming Annual General Meeting.

Mr. NAVNEET SINGH resigned from directorship of the company w.e.f. 14.05.2013. The Board considered and appreciated his work during the tenure of the office.

CHANGES IN CAPITAL STRUCTURE:

During the year under review, Company in Extra Ordinary General Meeting held on 6th February, 2013 has increased the Authorized Share Capital of the Company from Rs. 22.75 Crore to Rs. 32.75 Crore. Thus, at present the authorized share capital of the Company is Rs. 32,75,00,000 (Rupees Thirty Two Crores Seventy Five Lacs Only) divided into 3,27,50,000 (Three Crore Twenty Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- (Rupee Ten Only) each.

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

During the year under review, Company in Extra Ordinary General Meeting held on 6th February, 2013 to issue, offer and allot 10000000 (One Crore) Warrants on preferential basis convertible into 10000000 (One Crore) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each for an aggregate amount upto Rs. 10,00,00,000/- (Rupees Ten Crore only) at a price of Rs. 10/- (Rupees Ten Only) per Warrant to Non promoters as may be permitted under the applicable Rules and Regulations, in one or more tranches, and upon such terms and conditions as may be deemed appropriate by the Board.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

CORPORATE GOVERNANCE REPORT:

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company 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 were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- 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 for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

For and on Behalf of the Board
For, EXDON TRADING COMPANY LIMITED

PLACE: MUMBAI
DATE: 30.08.2013

(ASHOK HIRALAL SHAH)
CHAIRMAN

Annexure to Director's Report

MANAGEMENT DISCUSSION ANALYSIS REPORT

Outlook:

The company is confident in spite of the possible recessionary conditions in the market it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure to Director's Report

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2013

1. THE CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2013. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2012-13 the Board met 8 (Eight) times on 30.04.2012, 23.05.2012, 31.07.2012, 03.08.2012, 01.11.2012, 08.01.2013, 01.02.2013 and 08.03.2013. The maximum gap between two meetings was not more than 4 months.

Attendance at the Board Meetings and general Meeting of each Director is as under:

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attendance
		Held	Attended	
ASHOK SHAH	Executive & Non Independent	8	6	Yes
NILESHKUMAR KHATRI	Non Executive & Independent	8	8	Yes
*DHARMESH SHAH	Non Executive & Independent	8	--	No
# NAVNEET SINGH	Non Executive & Independent	8	8	Yes
##MAHENDRA SOLANKI	Non Executive & Independent	8	2	No

* Appointed on 14.05.2013 # Resigned on 14.05.2013 ## Resigned on 15.06.2012

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Nileshumar Hasmuklal Khatri, Mr. Ashok Hiralal Shah and Mr. Dharmesh Shah.

Mr. Nileshkumar Hasmuklal Khatri is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.