

RAVINAY TRADING COMPANY LIMITED

ACCOUNTS

FOR THE YEAR ENDED

31ST MARCH. 2009

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K.D. VYAS & CO.
CHARTERED ACCOUNTANTS

301, SIDDESHWAR HEIGHTS,
MOGHUL LANE
MAHIM
MUMBAI – 400 0016

RAVINAY TRADING COMPANY LIMITED

State Bank Building Annexe, Bank Street, Fort, Mumbai 400 053

NOTICE

NOTICE is hereby given that the Twenty-Eight Annual General Meeting of the Members of **Ravinay Trading Company Limited** will be held at State Bank Building Annexe, Bank Street, Fort, Mumbai - 400023 on Friday, the 31st day of July, 2009 at 3:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the 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 R. R. Ruia who retires by rotation and is eligible for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESSES:

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000/- (Rupees Twenty Five Lacs only) divided into 2,50,000 (Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. The Authorized Share Capital of the Company is **1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lac only) Equity Shares of Rs. 10/- (Rupees Ten only)** each, with the rights, privileges and conditions attaching thereto as are

provided by the regulation of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **clause 3** of the Article of Association of the Company be and is hereby substituted by the following:

The Authorised Share Capital of the Company is **Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lac only) Equity Shares of Rs. 10/- (Rupees Ten only)** each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the existing guidelines issued by the Securities & Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include and committee constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby

accorded to Board and the Board be and is hereby authorized to offer, issue and allot by way of preferential allotment up to 8,50,000 [Eight Lac Fifty Thousand] Equity Shares of Rs.10/- each at a premium of Rs. 15/- (Rupees Fifteen only) aggregating to Rs. 2,12,50,000/- (Rupees Two Crores Twelve Lacs Fifty Thousand only) out of which 2,00,000 Equity Shares be issued and allotted to promoter group and the balance 6,50,000 Equity Shares to domestic investors and/or bodies corporate (the "Preferential Shareholders"), on preferential allotment basis without offering the same to any persons who at the date of offer, are holders of the equity shares on such terms and conditions and in such manner as the Company may deem fit, with power to the Board to settle details as to form, the terms and conditions of issue and/or allotment and to modify or accept any modifications thereto and utilization of the issue proceeds as it may in its absolute discretion deem fit, without being required to seek any further consent of the Members, with the intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution.

Sr. No.	Name of the Applicant (Proposed Allottees)	No. of shares proposed to be allotted
A	PROMOTER & PROMOTER GROUP	
1.	Rekha Ravindrakumar Ruia	1,00,000
2.	Shailja Ravindrakumar Ruia	1,00,000
	TOTAL	2,00,000

B	NON - PROMOTER	
1.	Navneet Jhanwar	70,000
2.	Navnaresh Jhanwar	70,000
3.	Rajendra Chordia	70,000
4.	Asha M Chordia	70,000
5.	Saurabh Gupta	47,000
6.	Rishabh Gupta	47,000
7.	Gaurav Gupta	47,000
8.	Ganpat Kothari	35,000
9.	Sarvan Kothari	35,000
10.	Praveen Kothari	35,000
11.	Sumati Kothari	35,000
12.	Dimple Barola	29,000

13.	Pushpa Badola	20,000
14.	Shashi Khandelwal	20,000
15.	Rekha Kothari	20,000
B	TOTAL	6,50,000
	TOTAL (A+B)	8,50,000

RESOLVED FURTHER THAT the aforesaid equity shares shall rank *pari passu* in all respect with the existing equity shares of the Company. The equity shares allotted on preferential basis shall be locked in from the date of their allotment for such periods as prescribed in clause 13.3.1 of SEBI Guidelines.

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the relevant date as per clause 13.1.2.2 of SEBI Guidelines for the determination of applicable price for the issue of equity shares and warrants shall be thirty (30) days prior to the date of this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate any or all the powers conferred upon it by this resolution, to any Committee formed thereof for the powers conferred upon it by this resolution, to any individual so authorized by the Board.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting Equity Shares of the Company as aforesaid, the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity Shares of the Company, as it may in its absolute discretion, deem fit and proper."

8. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, including any statutory modifications or re-enactment thereof, the Securities Contract (Regulation) Act, 1956 and the rules framed there under and other applicable laws, rules and regulations and guidelines and subject to such other approvals,

permissions, sanctions etc. as may be necessary and subject to such conditions as may be prescribed by any authority while granting such approvals, permissions, sanctions etc. which may be agreed upon by the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee of the Board for the time being, exercising the powers conferred by the Board), the consent of the members of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from Pune Stock Exchange where the equity shares of the Company are currently listed;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to settle all questions, difficulties or doubts as may arise, with regard to voluntary delisting of shares, as it may in its absolute discretion may deem fit;

RESOLVED FURTHER THAT any one of the Directors be and is hereby severally authorised to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary and appropriate to give effect to the above resolution."

For and on behalf of the Board of Directors
RAVINAY TRADING COMPANY LIMITED



(R. V. Ruia)
Director

Place: Mumbai
Dated: 30th June, 2009

REGISTERED OFFICE:
State Bank Building Annexe,
Bank Street, Fort,
Mumbai 400 053

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. 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.
2. Members are requested to bring their copy of Notice of Annual General Meeting to the Meeting.
3. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of Special Business of the Notice are annexed hereto.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from 25th July 2009 to 31st July 2009 (both days inclusive).

5. M/s. K D Vyas & Company Chartered Accountants, Mumbai, and the Statutory Auditor of the Company has certified that the above preferential issues are in accordance with prescribed SEBI (Disclosure and Investor Protection) Guidelines, 2000 on preferential issues. The Certificate, the Memorandum of Association & Articles of Association of the Company and other documents referred to in the proposed resolution are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m., except on holidays up to the date of the Annual General Meeting.
6. Members /Proxies should fill the attendance slip for attending the Meeting.
7. Members /Proxy holders are requested to produce admission slip duly completed and signed.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out all the material facts relating to the Notice of the Annual General Meeting of the Company to be held on Friday, 31st July 2009 at 3.00 p.m.

Item No. 4 and 5

To meet the long term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing share capital. Your Board at its meeting held on 30th June, 2009 subject to the approval of the shareholders, has proposed to increase the authorized share capital of the Company to that extent, due to which, the existing Capital Clause no. V of the Memorandum of Association of the company needs to be altered.

The Proposed resolution under the item No. 5 seeks to obtain Members' approval to alter Capital Clause as mentioned above in the Memorandum of Association of the Company. Pursuant to section 16 of the Companies Act, 1956 if the Memorandum is to be altered, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 5 of the Notice for convening the Annual General Meeting.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection of the Members, on all working days at its Registered Office between 11.00 a.m. and 1.00 p.m.

Item No. 6

Your Board at its meeting held on 30th June, 2009, has proposed to increase the Authorised Share Capital of the Company, due to which, the existing Clause 3 of the Article of Association of the company needs to be altered.

The Proposed resolution under this item No. 6 seeks to obtain Members' approval to alter Clause 3 in the Article of Association of the Company. Pursuant to section 31 of the Companies Act, 1956 if the Articles are to be altered, a Special Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No. 6 of the Notice for convening the Annual General Meeting.

A Copy of the Article of Association of the Company with the proposed amendment will be available for inspection of the Members, on all working days at its Registered Office between 11.00 a.m. and 1.00 p.m.

Item No. 7

The Board, in order to support the growth plans of the company and to consolidate its businesses, is considering / reviewing various options including its business operations which would be beneficial in the interest of the company and its shareholders.

The current business activity of the company is to invest in shares and mutual funds It is intended to raise funds for expansion of business, to make further investment in Shares and securities, mutual funds, etc as well as for long term and short term working capital requirements of the company. Further to admit securities of the Company with National Securities Depository Limited and Central Depository Services (India) Limited and to fulfill their net worth requirement criteria for admission of securities the Company has to have a net worth of Rupees 1 Crore.

The shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue. The equity shares referred to above shall rank *pari passu* with all the existing shares of the Company in all respects including as to dividend.

Pursuant to Section 81 (1A) of the said Act the further equity shares may be offered by the Company to such persons in the manner whatsoever, if a special resolution to that effect is passed by the Company in Annual General Meeting.

The proposed Special Resolution is designed to comply with the requirements of Section 81 (1A) of the Act in the context of issue.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Act, Chapter XIII of the SEBI (Disclosure and Investor Protection) Guidelines, 2000, and in terms of the provisions of the Listing Agreement to issue and allot Equity Shares as stated in the Special Resolution and on the following terms as stated here in below:

I. The object of the issue through preferential offer:

As mentioned above, it is intended to raise funds for expansion of business , to make further investment in Shares and securities , mutual fund, also for long term and short term working capital requirement of the company, for corporate purpose, to admit securities of

the Company with National Securities Depository Limited and Central Depository Services (India) Limited and to fulfill their net worth requirement criteria for admission of securities with National Securities Depository Limited and Central Depository Services (India) Limited.

II. Intention of the Promoters/Directors/Key management persons to subscribe to the offer:

The Promoters/Directors / Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting

III. Shareholding pattern before and after the Preferential Allotment:

Shareholding pattern before and immediately upon the allotment of 8,50,000 Equity Shares pursuant to the offer.

Shareholding Pattern (Number of Shares):

Particulars	Existing shareholding		Shareholding After proposed full allotment of equity shares	
	No. of shares	% age	No. of shares	% age
A. Shareholding of Promoter and Promoter Group				
1 Indian				
Individuals/ Hindu Undivided Family	63,901	42.60	2,63,901	26.39
Central Government/ State Government(s)	0	0	0	0
Bodies Corporate	52,204	34.80	52,204	5.22
Financial Institutions/ Banks	0	0	0	0
Any Others(Specify)	0	0	0	0
Sub Total(A)(1)	1,16,105	77.40	3,16,105	31.61
A 2 Foreign				
Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
Bodies Corporate	0	0	0	0
Institutions	0	0	0	0
Any Others(Specify)	0	0	0	0

Sub Total(A)(2)	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,16,105	77.40	3,16,105	31.61
(B) Public shareholding				
1 Institutions				
Mutual Funds/ UTI	0	0	0	0
Financial Institutions / Banks	0	0	0	0
Central Government/ State Government(s)	0	0	0	0
Venture Capital Funds	0	0	0	0
Insurance Companies	0	0	0	0
Foreign Institutional Investors	0	0	0	0
Foreign Venture Capital Investors	0	0	0	0
Any Other (specify)	0	0	0	0
Sub-Total (B)(1)	0	0	0	0
B 2 Non-institutions				
Bodies Corporate	4,950	3.30	4,950	0.50
Individuals				
Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	28,945	19.29	28,945	2.89
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	0	0	6,50,000	65.00
Any Other (specify)- Clearing Member				
Sub-Total (B)(2)	33,895	22.60	6,83,895	68.39
Total Public Shareholding (B)= (B)(1)+(B)(2)	33,895	22.60	6,83,895	68.39
TOTAL (A)+(B)	1,50,000	100	10,00,000	100
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	1,50,000	100	10,00,000	100

IV. Proposed time within which the allotment shall be completed:

The allotment of Equity Shares are proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at this Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.