

RAVINAY TRADING COMPANY LIMITED

30TH ANNUAL REPORT – 2010-11

BOARD OF DIRECTORS:

Mr. Ravindrakumar Ruia	Director
Mr. Vardhman Mishrilal Jain	Director
Mr. Durgesh Kabra	Director (w.e.f 12 th August, 2011)
Mr. Vivek Moolchand Sharma	Director (w.e.f 12 th August, 2011)

REGISTERED OFFICE

State Bank Building Annex, 1st Floor, Bank Street, Fort, Mumbai-400 023

E-mail : ravinay.trading@gmail.com

AUDITORS

M/s K.D. Vyas & Co.,
Chartered Accountants,
301, Siddheshwar Heights,
Mogul Lane, Mahim,
Mumbai 400 016.

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Industrial Premises,
Andheri Kurla Road, Safeed Pool, Andheri (East),
Mumbai-400 072.

Tele: 28515606/28528087/28516338

Website : www.sharexindia.com

E-mail : sharexindia@vsnl.com

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **RAVINAY TRADING COMPANY LIMITED** will be held at the Registered Office of the Company at State Bank Building Annex, 1st Floor, Bank Street, Fort, Mumbai-400 023 on Friday, the 30th day of September, 2011 at 4.00.0 P.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2011 and Profit and Loss Account and annexures thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravindrakumar V. Ruia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s CLB & Associates, Chartered Accountants, Mumbai as Statutory Auditor of the Company, in place of M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

SPECIAL BUSINESS :

4. REGULARISATION OF MR. DURGESH KABRA AS DIRECTOR

To Consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Durgesh Kabra who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office upto the conclusion of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company."

5. REGULARISATION OF MR. VIVEK MOOLCHAND SHARMA AS DIRECTOR

To Consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vivek Moolchand Sharma who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office upto the conclusion of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company."

For Ravinay Trading Company Limited

Date : 24th August, 2011
Place : Mumbai

Sd/-
R.V.Ruia
Director

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. Corporate Members are requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the **Mr. R.V Ruia, Compliance Officer of the Company**, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
4. The Register of Members and Share Transfer Books will remain closed from **Monday, 26th September, 2011 to Friday, 30th September, 2011 (both days inclusive)**
5. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at **SHAREX DYNAMIC (INDIA) PRIVATE LIMITED** Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Safeed Pool, Andheri (East), Mumbai-400 072 in respect of their physical share folios.
6. Depository System:

The Company has entered into agreements with NSDL and CDSL. Members, therefore now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
7. Members are requested to bring their copy of Annual Report to the Meeting.
8. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
9. **Green Initiative in the Corporate Governance (Registration of e-mail address)**

The Members are requested to register their e-mail address with the Depository Participants/ Registrar & Share Transfer Agent of the Company, as the case may be for service of documents.
10. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of Special Business of the Notice is annexed hereto.

For Ravinay Trading Company Limited

Date : 24th August, 2011
Place : Mumbai

Sd/-
R.V.Ruia
Director

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

The following Explanatory Statement sets out all the material facts relating to the Special Business of the accompanying Notice of the 30th Annual General Meeting of the Company to be held at the Registered Office of the Company on Friday, the 30th Day of September 2011 at 4.00 p.m.

Item No. 4 & 5 :

Pursuant to Section 260 of the Companies Act, 1956, Mr. Durgesh Kabra and Mr. Vivek Moolchand Sharma, were appointed as Additional Directors of the Company (Non Executive & Independent) w.e.f 12th August, 2011 and the Directors who hold office only upto the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as Director. The Company has received notices under Section 257 of the Act, in respect of the candidates, proposing their appointment as a Director of the Company, along with the requisite deposit. The Board recommends this resolution for your approval.

None of the Directors other than Mr. Durgesh Kabra is interested or concerned in the said resolution (Item No.4 of this Notice).

None of the Directors other than Mr. Vivek Moolchand Sharma is interested or concerned in the said resolution (Item No.5 of this Notice)

All documents referred above are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & Public holidays between 12.00 p.m. to 2.00 p.m. up to the date of Annual General Meeting.

Details of Directors seeking Appointment / Re – appointment in the forthcoming Annual General Meeting. (in pursuance of Clause 49 of Listing Agreement)

MR. RAVINDRAKUMAR V. RUIA	
Age & Qualification	50 years, holds an honours degree in Commerce (1982) from Sydenham College. He had undergone Mill Management Training Course from the International Institute for Cotton, Manchester, U.K. and Textile Mill Management Courses from South Indian Textile Research Association, Coimbatore.
Expertise in specific areas	He gained sufficient knowledge of various processes in the textile industry & in the manufacturing process
Directorship held in other Companies	Special Paints Limited Ruia Industries Private Limited Dawn Apparels Private Limited RNR Trading Private Limited Breezwell Homes & Holdings Private Limited DCW Limited Bajaj Hindusthan Limited Altamount Holdings & Trading Co. Private Limited
Membership of committee of board in other Companies	In Bajaj Hindusthan Limited, he is the Chairman of Audit Committee and member of Shareholders' Grievance Committee & Remuneration Committee.
No. of Shares held in the Company (as on 30.06.2011)	64400
Disclosure of relationship with other directors of the Company	He doesn't have any relationship with the other directors of the Company.

MR. DURGESH KABRA	
Age & Qualification	48 years, He is a B. Com and F.C.A
Expertise in specific areas	He has experience of around 25 years in the field of Tax Planning, Company Law matters, Audit Expertise and Finance Management.
Directorship held in other Companies	Dhanlaxmi Fabrics Limited DMKH Consulting Private Limited Sunteck Wealthmax Capital Private Limited
Membership of committee of board in other Companies	In Dhanlaxmi Fabrics Limited, he is the member of Audit Committee
No. of Shares held in the Company (as on 30.06.2011)	NIL
Disclosure of relationship with other directors of the Company	He doesn't have any relationship with the other directors of the Company.

MR. VIVEK MOOLCHAND SHARMA	
Age & Qualification	36 years, he is a B.E (Civil) from Gwalior
Expertise in specific areas	He has experience of around 10-12 years in the Real Estate Business
Directorship held in other Companies	NIL
Membership of committee of board in other Companies	NIL
No. of Shares held in the Company (as on 30.06.2011)	NIL
Disclosure of relationship with other directors of the Company	He doesn't have any relationship with the other directors of the Company.

For Ravinay Trading Company Limited

Date : 24th August, 2011
Place : Mumbai

Sd/-
R.V.Ruia
Director

DIRECTORS' REPORT

To,
The Members of
Ravinay Trading Company Limited

Your Directors have pleasure in presenting their Report on the operations of the Company, together with the Audited Accounts for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS :

Particulars	Year ended 31.03.2011	Year ended 31.03.2010
Total Income	23,53,559	9,51,602
Total Expenditure	6,23,276	3,90,271
Profit / (Loss) Before Taxes	17,30,283	5,61,331
Less: Provision for Tax	5,45,000	2,90,000
Less: Provision for Deferred Taxation	1,798	-
Less: Income tax in respect of earlier year	96,793	-
Profit / (Loss) After Tax	10,86,692	2,71,331
Add: Balance brought forward from previous year	41,86,341	39,15,010
Balance Carried to Balance Sheet	52,73,033	41,86,341

BUSINESS OUTLOOK :

The Profit after tax is Rs. 10,86,692/- as compared to previous year (2009-10) which was Rs. 2,71,331/-

FUTURE PROSPECTS :

During the year, “Om Vashistha Developers” which was a partnership firm converted into proprietorship firm w.e.f. 18th November, 2010 & the Company is controlling 100% stake in the said firm. It is developing a residential cum commercial project at Ramwadi Bail Bazar, Kalyan (W), necessary approvals have already been obtained from Kalyan Dombivli Municipal Corporation and the project is in full swing, as on date 2nd slab of commercial area is under progress. The project is expected to be completed by the end of 2012.

“Mark Developers” is a partnership firm with 50% share of Company & is developing a residential cum commercial complex at Dindoli within the limit of Surat Municipal Corporation. All approvals have been obtained and project is started, expected to be completed by the end of March 2013.

DIVIDEND :

Your Directors do not recommend any dividend for the financial year 2010-11 with a view to conserve the resources for future.

DIRECTORS :

Mr. Durgesh Kabra and Mr. Vivek Moolchand Sharma, have appointed as Additional Director (Non Executive & Independent) w.e.f 12th August, 2011 pursuant to Section 260 of the Companies Act, 1956. They will vacate office at the ensuing Annual General Meeting and offers themselves for appointment as Director at the ensuing Annual General Meeting. Your Company has received notice in writing from a member proposing their candidature for appointment as Director.

Ms. Rekha Ravindrakumar Ruia and Mr. Sushil Kumar Ramjiwan Nevatia, have resigned from the directorship of the Company w.e.f 12th August, 2011. The Board wishes to place on record its appreciation for the services provided by them during their tenure as Director.

Mr. Ravindrakumar V. Ruia, Directors of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

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

The provision of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1998, are not applicable to the Company as the Company is not doing any manufacturing activity.

The Company has not earned or expended any foreign exchange during the year under the review.

PARTICULARS OF EMPLOYEES :

The Company does not have any employee in receipt of remuneration equal to or exceeding the limits prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Director's Responsibilities Statement, it is hereby confirmed:

- (i) That in the preparation of the Annual Accounts for the financial year ended 31st March 2011, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) That the Directors had 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 the year under review.
- (iii) That 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) That the Directors had prepared the Annual Accounts for the financial year ended 31st March 2011 on a 'going concern' basis.

AUDITORS :

M/s. K.D. Vyas & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company, will hold office until the conclusion of the ensuing Annual General Meeting. They have given a resignation letter in writing and expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company due to their pre-occupation and engagement with other professional work. The Company has received letter of confirmation from **M/s CLB & Associates**, Chartered Accountants, Mumbai for their appointment as Statutory Auditors of the Company, and if made would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The members are requested to consider their appointment for the financial year 2011-12 and authorize the Board of the Directors to fix their remuneration.

The Board wishes to place on record its appreciation for the services provided by **M/s. K.D. Vyas & Co.**, Chartered Accountants, Mumbai, Statutory Auditors of the Company (FY 2010-11) during their tenure as Statutory Auditors of the Company.

COMMENT ON AUDITORS' REPORT :

M/s. K. D. Vyas & Co., Chartered Accountants, Mumbai, the Statutory Auditors of your Company, submitted their reports for the year ended 31st March, 2011 which are self explanatory and requires no comments or explanation under Section 217(3) of the Companies Act, 1956.

PUBLIC DEPOSITS :

The Company has not accepted any deposits from public.

LISTING :

The Equity Shares of the Company are listed at the Bombay Stock Exchange Limited. The Company has paid the Annual listing fees to the BSE for the year 2011-12.

ISSUE AND ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS :

- During the year 2010-11 the Company has allotted 20,00,000 Equity Shares of Rs. 10/- each to Promoters and Other Investors at a premium of Rs. 15/- each aggregating to Rs. 25/- per share on Preferential basis on 30th September, 2010.
- The above Equity Shares were issued and allotted in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in accordance with the provisions of Section 81(1A) & all the other applicable provisions. 20,00,000 Equity Shares allotted on Preferential allotment basis on 30th September, 2010 have been listed on the Bombay Stock Exchange Limited and received the Trading Permission from the Bombay Stock Exchange.

CONSOLIDATED ACCOUNTS :

In accordance with the requirements of Accounting Standards AS-21 prescribed by The Institute of Chartered Accountants of India, the Consolidated Accounts of the Company and its Subsidiary is annexed to this Annual Report.

SUBSIDIARY COMPANY :

The Ministry of Corporate Affairs, Government of India, has granted a general exemption from attaching Balance Sheet, Profit and Loss Account, Statements and schedules thereto and Reports of Board of Directors and Auditors vide its General Circular No.2/2011 dated 8th February, 2011. In view of this circular the Company has not annexed Audited Annual Accounts of its Subsidiary Company viz. *Vinaykumar Family Trading and Holding Company Limited* for the Financial Year ended 31st March, 2011. The Board of Directors of the Company in their meeting held on 24th August, 2011 has by passing resolution given their consent for not attaching Audited Annual Accounts of the Subsidiary Company as part of 30th Annual Report (2010-11) of the Company.

On request, Annual Accounts of the Subsidiary Company and the related detailed information shall be made available to Shareholders of the Company and Subsidiary Company seeking such information. The Annual Accounts of the Subsidiary Company is also kept for inspection by any Shareholders in the head office of the Company and of the Subsidiary Company.

DEMATERIALIZATION OF SHARES :

The Company has established the connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited with activated **ISIN - INE812K01019**, the shareholders have option to dematerialize their shares with CDSL as well as NSDL.

CORPORATE GOVERNANCE :

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges.

A report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Annual Report.

Certificate from the Auditors of the Company, **M/s. K.D. Vyas & Co.**, regarding compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is annexed to this Annual Report.

SECRETARIAL COMPLIANCE REPORT :

Since your Company comes within the purview of the Section 383A of the Companies Act, 1956, it has to obtain Compliance Certificate from the Practicing Company Secretary. The Company had approached **M/s. S. N. Ananthasubramanian & Co.**, Practicing Company Secretaries, Mumbai for Secretarial Audit Report of the Company for the financial year 2010-11 and the same is attached with this report.

SECRETARIAL AUDITOR :

M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries, Mumbai, Secretarial Auditors and being eligible have offered themselves for appointment as Secretarial Auditors of the Company for the financial year 2011-12.

GREEN INITIATIVE :

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send Notice of Annual General Meeting, Annual Reports & all future communications in this regard, in electronic mode to the e-mail address provided by you to your respective depository (es) and made available by it/them being the registered e-mail address for receiving the aforesaid documents through electronic mode. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (name, folio no, e-mail id) on the Company's e-mail address viz. ravinay.trading@gmail.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

Members are also entitled to be furnished with copies of the above mentioned documents free of cost, upon receipt of requisition at any point of time.

ACKNOWLEDGEMENTS :

The Directors take the opportunity to thank all investors, business partners, clients, vendors, bankers, employees, Statutory Auditors and advisors for their continuous support during the year.

For Ravinay Trading Company Limited

Place : Mumbai
Date : 24th August, 2011

Sd/-
R.V.Ruia
Director

Sd/-
V. M. Jain
Director

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648 / 2543 2704 Fax: 2539 0292 E- mail : sna@snaco.net, www.snaco.net.

COMPLIANCE CERTIFICATE FOR THE FINANCIAL YEAR 2010-11

To,

The Members

Ravinay Trading Company Limited

State Bank Building Annex, 1st Floor,

Bank Street,

Mumbai- 400 023.

CIN:- L51900MH1981PLC024341

Authorised Capital: - Rs. 5,00,00,000/-

Paid- up Capital: Rs. 3,00,00,000/-

We have examined the registers, records, books and papers of **RAVINAY TRADING COMPANY LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial year ended on **31st March 2011**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns with the payment of additional fees in the event of delayed filing as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, comments under this paragraph, are not required.
4. The Board of Directors of the Company duly met **six** times respectively on **30th April 2010, 7th August 2010, 21st August 2010, 30th September 2010, 13th November 2010 and 12th February 2011** in respect of which meetings, proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from **16th September 2010 to 20th September 2010** (both days inclusive) complying with the provisions of Section 154 of the Act. The Notice of closure of Register of Members for the Annual General Meeting was published in the newspapers viz. The Asian Age in English and Mahanayak in Marathi on **29th August 2010** in Compliance with the provisions of Section 154 of the Act.
6. The Annual General Meeting for the year ended on **31st March 2010** was held on **20th September 2010** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year under review.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.