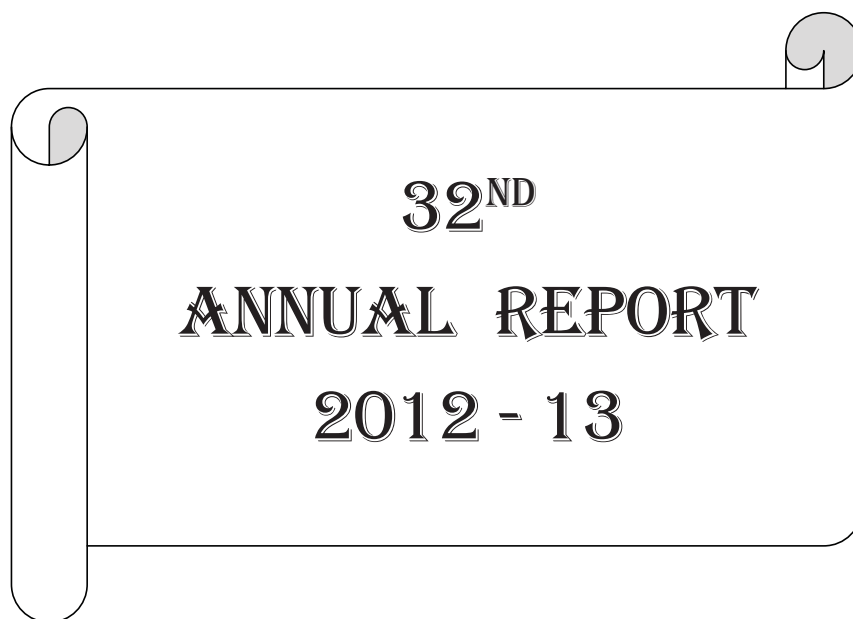


# RAVINAY TRADING COMPANY LIMITED



## BOOK-POST

If undelivered, please return to:

**Ravinay Trading Company Limited**

002, Gulmohar Complex, Opp. Annupam Cinema,  
Station Road, Goregaon (East), Mumbai 400063

# **RAVINAY TRADING COMPANY LIMITED**

## **32<sup>nd</sup> ANNUAL REPORT (2012-13)**

### **BOARD OF DIRECTORS:**

Mr. Ravindrakumar Ruia	Executive Director
Mr. Ashish Kapoor	Executive Director
Mr. Durgesh Kabra	Non Executive & Independent Director
Mr. Vivek Moolchand Sharma	Non Executive & Independent Director

### **REGISTERED OFFICE**

002, Gulmohar Complex, Opp. Annupam Cinema, Station Road, Goregaon (East), Mumbai 400063  
E-mail: [ravinay.trading@gmail.com](mailto:ravinay.trading@gmail.com)

### **AUDITORS**

M/s. CLB & Associates,  
77, Mulji Jetha Bldg, 3rd Floor, 185/187,  
Princess Street, Marine Lines,  
Mumbai- 400 002  
Tel: 022- 22052224/ 22066860  
Website: [www.clb.co.in](http://www.clb.co.in)  
E-mail: [info@clb.co.in](mailto:info@clb.co.in)

### **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](http://www.sharexindia.com)  
E-mail : [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

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## **NOTICE**

**NOTICE** is hereby given that the 32nd Annual General Meeting of the Members of **RAVINAY TRADING COMPANY LIMITED** will be held at the Registered Office of the Company at 002, Gulmohar Complex, Opp. Annupam Cinema, Station Road, Goregaon (East), Mumbai - 400063 on Saturday, the 10<sup>th</sup> day of August, 2013 at 4.00 P.M. to transact the following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and Statement Profit and Loss and annexure thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Durgesh Kabra, Director of the Company who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. CLB & Associates, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of the Directors of the Company.

### **SPECIAL BUSINESS :**

4. Appointment of Mr. Ashish Kapoor as Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Ashish Kapoor, who was appointed as an Additional Director of the Company pursuant to the provisions Section 260 of the Companies Act, 1956 be and is hereby appointed as the Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.”

5. **SUB-DIVISION OF SHARES**

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 the Articles of Association of the Company and Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any committee thereof), consent of the Members be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the paid-up shares, such that each existing Equity Share of the Company of the face value of ₹. 10/- (Rupees Ten) each be sub-divided into 3,00,00,000 Equity Shares of the face value ₹. 1/- (Rupee One) each and consequently, the Authorized Share Capital of the Company of ₹.5,20,00,000/- consisting of 52,00,000 Equity Shares of ₹. 10/- each would comprise of 5,20,00,000 Equity Shares of ₹. 1/- each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid up Equity Shares of face value ₹. 10/- (Rupees Ten) each, shall stand sub-divided into Equity Shares of face value of ₹. 1/- (Rupee One) each, fully paid-up.

**RESOLVED FURTHER THAT** the existing/ original Share Certificates shall be treated as cancelled and that new certificates in respect of the Equity Shares of ₹. 1/- each be issued in lieu of the existing Equity Shares of ₹. 10/- each in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories namely National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”), Reserve Bank of India and/or any other relevant statutory authority, if any, cancellation or rectification of the

existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

6. **ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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, 94 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. (a). The Authorized Share Capital of the Company is **5,20,00,000/- (Rupees Five Crores Twenty Lacs only) divided into 5,20,00,000 (Fifty Crores Twenty Lacs) Equity Shares of ₹. 1/- (Rupee 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.
- (b). The minimum paid up share capital of the Company shall be of ₹. 500,000/- (Rupees Five Lacs) Only.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

**For Ravinay Trading Company Limited**

**Date : 1<sup>st</sup> July, 2013**  
**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 **Tuesday, 6th August, 2013 to Saturday, 10<sup>th</sup> August, 2013 (both days inclusive).**
5. As required under Clause 49 of the Listing Agreement particulars of Directors seeking re-appointment are annexed to this notice below.
6. 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, Safed Pool, Andheri (East), Mumbai-400 072 in respect of their physical share folios.
7. 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.
8. Members are requested to bring their copy of Annual Report to the Meeting.
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 4 of the Notice set out is annexed hereto.

**For Ravinay Trading Company Limited**

**Date : 1<sup>st</sup> July, 2013**  
**Place : Mumbai**

**Sd/-**  
**R.V.Ruia**  
**Director**

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

### **Item No. 4:**

Mr. Ashish Kapoor was appointed as an Additional Director of the Company on 01st July 2013. As per the provisions of Section 260 of the Act, the said Executive Director holds office only up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice under section 257 of the Act, from a Member of the Company proposing his appointment as a Director of the Company.

Mr. Ashish Kapoor, aged 38 years is an Executive Director of our Company. He is a Bachelor in Commerce. Mr. Ashish Kapoor has vast experience of 13 years. Taking into consideration such vast experience and knowledge which shall be beneficial to the progress and growth of the Company, it is proposed to appoint Mr. Ashish Kapoor as the Executive Director of the Company.

Except Mr. Ashish Kapoor (being himself), no other Director of the Company may be deemed to be concerned or interested in passing of said resolution.

Your Directors recommend the said Resolution for your approval.

### **Item No. 5:**

The Sub-division of Equity Shares has been proposed with a view to broaden its Shareholders/ investors base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Equity Shares of the Company. Further, the proposed Sub-division of Shares will reduce the nominal value and trading price of each Share and increase the total number of Shares in the issue. The Board of the Directors at its meeting held on 1<sup>st</sup> July, 2013, recommended sub-division of each Equity Shares of the Company of the face value of ₹. 10/- each to the face value of ₹.1/- each.

Other than the expenses incurred by the Company in relation to the Sub-division of Shares, the Sub-division of shares will not, by itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interest of the Shareholders. The Board considers the Sub-division of Shares to be in the interests of the Company and its Shareholders as a whole.

As per the provisions of the Section 94 of the Companies Act, 1956, approval of the members is required for sub-division of the Shares.

None of your Directors are in any way interested in the above resolution, except to the extent of their shareholding in the Company.

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

### **Item No. 6:**

Your Board at its meeting held on 1<sup>st</sup> July, 2013, subject to the approval of the members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to alter the authorized share capital of the Company as the Company has proposed for Sub-division of the existing Equity Shares of face value of ₹. 10/- each to face value of ₹. 1/- each, 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 this item No. 6 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.

A Copy of the Memorandum of Association of the Company with the proposed amendment will be available for inspection by the members at the Registered Office of the Company between 12.00 p.m. and 2.00 p.m. on all working days except Sundays & Public holidays up to the date of this Annual General Meeting.

None of your Directors are in any way interested in the above resolution, except to the extent of their shareholding in the Company.

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

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

<b>MR. DURGESH KABRA</b>	
Date of Birth	04/06/1963
Qualifications	Chartered Accountant
Expertise in specific areas	Audit, Taxation, Merger & Acquisition.
Directorship held in other Companies	Dhanlaxmi Fabrics Ltd.
Membership of committee of board in other Companies	NA
No. of Shares held in the Company	NIL
Disclosure of relationship with other directors of the Company	No relation with other Directors of Company.

**For Ravinay Trading Company Limited**

**Date : 1<sup>st</sup> July, 2013**

**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 31<sup>st</sup> March, 2013.

### **FINANCIAL HIGHLIGHTS :**

(Amount In ₹.)		
Particulars	Year ended 31.03.2013	Year ended 31.03.2012
Total Income	32,53,90,871	9,54,42,951
Total Expenditure	2,79,147,398	9,21,49,472
<b>Profit / (Loss) Before Taxes</b>	<b>4,62,43,472</b>	<b>32,93,479</b>
Less: Provision for Tax	95,50,000	7,00,000
Less: Provision for Deferred Taxation	10,286	1,426
Less: Short/ (Excess) Provision of Tax	59,641	(1,45,749)
Less: Income tax in respect of earlier year	—	3,70,070
<b>Profit / (Loss) After Tax</b>	<b>3,66,23,546</b>	<b>23,67,732</b>
Add: Balance brought forward from previous year	4,34,89,919	4,11,22,187
<b>Balance Carried to Balance Sheet</b>	<b>8,01,13,465</b>	<b>4,34,89,919</b>

### **BUSINESS OUTLOOK:**

The Profit after tax for the year (2012-13) is Rs.3,66,23,546/- as compared to previous year (2011-12) which was Rs. 23,67,732/-

### **FUTURE PROSPECTS:**

During the year, "Om Vasistha Developers" proprietorship firm is developing a residential cum commercial project at Ramwadi Bail Bazar, Kalyan (W) and the project is in full swing, as on date 17th Floor of the building is completed i.e. 66% of the construction has been completed and the work is under progress. The project is expected to be completed by the mid of 2014.

"Mark Developers" is a partnership firm with 75% share of Company & is developing a residential cum commercial complex at Dindoli within the limit of Surat Municipal Corporation. The project is under construction i.e. 70% of the work is done as of date. Further the Company is planning to adopt more projects in real estate in the near future.

### **DIVIDEND:**

Your Directors do not recommend any dividend for the financial year 2012-13 with a view to conserve the resources for future.

### **DIRECTORS:**

During the year under review, Mr. Durgesh Kabra, Director of the Company retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

During the year under review, Mr. Vardhman Mishrilal Jain resigned from the directorship due to his pre-occupation w.e.f. July 01, 2013. The Board of Directors expressed appreciation for the services rendered by him during his tenure as Director of the Company.

Mr. Ashish Kapoor who was appointed as Additional Directors of the Company by the Board of Directors on 01st July, 2013 and whose terms of office expire at this Annual General Meeting are proposed to be appointed as Directors of the Company.

## **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 31<sup>st</sup> March 2013; 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 31<sup>st</sup> March 2013 on a 'going concern' basis.

## **AUDITORS:**

The Auditors of the Company, M/s. CLB & Associates., Chartered Accountants hold office till the conclusion of the 32<sup>nd</sup> Annual General Meeting and being eligible offer themselves for re-appointment.

## **COMMENT ON AUDITORS' REPORT:**

M/s. CLB & Associates., Chartered Accountants, Mumbai, the Statutory Auditors of your Company, submitted their reports for the year ended 31<sup>st</sup> March, 2013 which are self explanatory and requires no comments or explanation under Section 217(3) of the Companies Act, 1956.

## **PUBLIC DEPOSITS:**

During the Financial Year 2012-13, the Company has not accepted any fixed deposits from public within the meaning of the Companies Act, 1956.

## **LISTING:**

At present, 30,00,000 Equity Shares of the Company are listed at the Bombay Stock Exchange Limited (BSE). The Company has paid the applicable Annual listing fees to the BSE for the year 2013-14.

## **SUBSIDIARY COMPANY:**

The Company does not have any Subsidiary Company by virtue of High Court Order dated 3<sup>rd</sup> August, 2012.

## **DEMATERIALISATION 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