

Annual Report

Ravindra Trading & Agencies Limited

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**25th Annual Report for the year ended
31st March, 2005**

RAVINDRA TRADING & AGENCIES LIMITED

DIRECTORS : S.B. SOMANI
B.G. AGARWAL
N.K.PAREEK
B.K.LOHIA

BANKERS : CANARA BANK, MUMBAI
UNION BANK OF INDIA, MUMBAI.

AUDITORS : KHANDLWAL JAIN & CO.,
Chartered Accountants.
MUMBAI.

REGISTERED OFFICE : Empire House, 3rd Floor,
214, Dr. D.N. Road,
Fort, Mumbai – 400 001.

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RAVINDRA TRADING & AGENCIES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Empire House, 3rd Floor, 214, Dr. D.N. Road, Fort, Mumbai – 400001, on 29th September, 2005 at 5.00 P.M. to transact the following business.

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2005 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2005 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri S. B. Somani, who retires by rotation under Article 104 of the Articles of Association of the Company and being eligible, offers himself for re – appointment.
3. To appoint M/s Khandelwal Jain & Co., Chartered Accountants, as statutory auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

FOR AND ON BEHALF OF THE BOARD,


S.B. SOMANI
CHAIRMAN

Place : Mumbai

Dated : 29th August, 2005

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not later 48 hours before the meeting.
2. Members are requested to notify immediately any change in their addresses to the Company's Registrars, M/s Sharex Dynamic (India) Pvt. Ltd., 17/B, Dena Bank Building, 2nd Floor, Harniman Circle, Fort, Mumbai – 400 001.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from 24th September, 2005 to 29th September, 2005 (both days inclusive).

RAVINDRA TRADING & AGENCIES LIMITED

DIRECTOR'S REPORT

The Director are presenting their 25th Annual Report on the business and operations of the Company for the year ended 31st March, 2005.

1. FINANCIAL RESULTS :

	<u>31.3.2005</u>	<u>31.3.2004</u>
	(Rs. in lacs)	
Income from Sales & Other Sources	0.32	24.94
Profit /(Loss) before Taxation	(0.53)	(19.99)
Provision for Taxation	--	--
Profit / (Loss) after Taxation	(0.53)	(19.99)

1. **DIVIDEND :**

No dividend is being recommended for the year under review.

2. **DIRECTORS :**

Shri S.B. Somani, Director of the Company, retires by rotation under Article 104 of the Articles of Association of the Company, but being eligible, offer themselves for re-appointment.

3. **AUDITORS :**

M/s Khandelwal Jain & Co., Chartered Accountants, the Auditors of the Company, retire and being eligible, offer themselves for re-appointment.

4. **AUDITOR'S REPORT :**

The observations made in the Auditor's Report are dealt with separately by Notes on Accounts in Schedule 'O' of the Accounts. These are self – explanatory and do not call for any further comments.

5. **PARTICULARS OF EMPLOYEES :**

The Company has no employee in the category specified under Section 217 (2A) of the Companies Act, 1956.

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6. SECRETARIAL COMPLIANCE REPORT :

Your Director attach herewith a copy of Compliance Certificate dated 29th August, 2005 issued by M/s S.K. Jain & Co., Company Secretaries, for the year 2004-2005 pursuant to Section 383 (A) (1) of the Companies Act, 1956.

7. ADDITIONAL INFORMATION REQUIRED UNDER THE NON - BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIVES, 1998.

The relevant provision, for disclosure in the Director's Report, of Non-Banking Financial Companies (Reserve Bank) Directives, 1998 issued by the Reserve Bank of India are not applicable, as the Company is not holding any public deposits.

8. DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that :

- (a) In the presentation of the Annual Accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- (b) The Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are 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;
- (c) The Director 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, and
- (d) The Directors had prepared the Annual Accounts on a going concern basis.

FOR AND ON BEHALF OF THE BOARD,
S.B. SOMANI
CHAIRMAN

Place : Mumbai

Dated : 29th August'2005

ANNEXURE TO THE DIRECTOR'S REPORT

Statement of particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY	Not Applicable
B. TECHNOLOGY ABSORPTION	Not Applicable
C. FOREIGN EXCHANGE EARNING & OUTGO	Rs. Nil

FOR AND ON BEHALF OF THE BOARD,


S.B. SOMANI
CHAIRMAN

Place : Mumbai

Dated : 29th August, 2005

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ANNEXURE II**Corporate Governance Report 2004-2005****1. Company's Philosophy :**

The Company's Philosophy is to ensure good Corporate Governance. The Company believes in transparency in all its dealings.

2. Board of Directors :

On 31-03-2005 the Board of Directors comprises of a Chairman and Three Independent Directors. During the year Six Board Meetings were held on 07/06/2004, 21/07/2004, 06/09/2004, 29/12/2004, 28/02/2005 and 28/03/2005. The attendance of the Directors in the Board Meetings and last Annual General Meeting is given here below.

Name of Directors	No.of Board Meetings Attended	Attende d Last AGM
Shri S. B. Somani – Non Executive Chairman	6	Yes
Shri B. G. Agarwal – Independent Director	-	No
Shri B. K. Lohia – Independent Director	6	Yes
Shri N. K. Pareek – Independent Director	6	Yes

3. Audit Committee :**i. Terms of Reference**

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee was formed on 29.12.2004 with the following Members:

1.	Shri S. B. Somani	Chairman
2.	Shri B. K. Lohia	Member
3.	Shri N. K. Pareek	Member

4. Shareholders/ Investors Grievance Committee :**i. Terms of Reference :**

- a) To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company.
- b) To exercise all powers conferred on the Board of Directors under Article 43 of the Article of Association.
- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its powers of Officers/ Authorized Signatories of the Company.

ii. Composition

The Shareholder Grievance Committee was formed on 29.12.2004 with following Members –

- | | | |
|----|-------------------|----------|
| 1. | Shri B. K. Lohia | Chairman |
| 2. | Shri S. B. Somani | Member |
| 3. | Shri N. K. Pareek | Member |

Shri K. L. Mundra is Compliance Officer & is also Authorized Signatory for share transfer on behalf of the Company.

5. General Body Meetings :**Annual General Meetings**

Financial Year	Date	Time	Location
2003-2004	15/10/2004	11.30 a.m.	At Regd. Office, Mumbai
Adjourned			
2003-2004	30/09/2004	4.00 p.m.	At Regd. Office, Mumbai
2002-2003	30/09/2003	11.00 a. m.	At Regd. Office, Mumbai
2001-2002	30/09/2002	11.00 a. m.	At Regd. Office, Mumbai