

Ravindra Trading and Agencies Limited
ANNUAL REPORT | 2008-09

Ravindra Trading and Agencies Limited

Flat No. 8, B Wing, 4th Floor, Rajiv Building, Gopi Tank Road, Gurudwara, Mahim, Mumbai - 400 016

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of Ravindra Trading and Agencies Limited will be held at the registered office of the Company at Flat No. 8, B Wing, 4th Floor, Rajiv Building, Gopi Tank Road, Gurudwara, Mahim, Mumbai - 400 016 on Thursday, December 31, 2009, at 9:30 a.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 Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B.K. Lohia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint an Auditor in place of retiring Auditor M/s. H.P. Biyani & Co. Chartered Accountants, Mumbai who has given to the Company notice in writing of his unwillingness to be re-appointed.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Basanagoud G. Patil, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th June 2009 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('Act') and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Gurudev A. Desai, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th June 2009 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('Act') and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Vishwanath Mathur who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th June 2009 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('Act') and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

By Order of the Board of Directors
For Ravindra Trading & Agencies Limited

Sd-
Vishwanath Mathur
Director

Place: Mumbai
Date: December 4, 2009
Regd. Office:
Flat No.8, B Wing, 4th Floor, Rajiv Building,
Gopi Tank Road, Gurudwara, Mahim,
Mumbai - 400 016

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company. The proxy form duly completed must reach the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the items of Special Business to be transacted at the meeting is annexed hereto.
3. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from December 24, 2009 to December 31, 2009 (both days inclusive).
5. Members are requested to advise about change of address to the Registrar & Transfer Agents.
6. Member / proxies should bring their attendance slip duly completed for attending the meeting.
7. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

**Explanatory Statement
(Pursuant to Section 173(2) of the Companies Act, 1956)**

The following Explanatory Statement sets out all material facts relating to the business under items 4 to 6 mentioned in the accompanying notice of the Annual General Meeting to be held on December 31, 2009.

Item No. 3:

The Board of Directors appointed Mr. Basanagoud Patil as an Additional Director of the Company with effect from 15th June 2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with deposit of Rs. 500/- proposing candidature of Mr. Basanagoud Patil for the office of Director under Section 257 of the Companies Act, 1956. His appointment on the Board is recommended.

No Director other than Mr. Basanagoud Patil is concerned or interested in the resolution.

Item No. 4:

The Board of Directors appointed Mr. Gurudev Desai as an Additional Director of the Company with effect from 15th June 2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with deposit of Rs. 500/- proposing candidature of Mr. Gurudev Desai for the office of Director under Section 257 of the Companies Act, 1956. His appointment on the Board is recommended.

No Director other than Mr. Gurudev Desai is concerned or interested in the resolution.

Item No. 5:

The Board of Directors appointed Mr. Vishwanath Mathur as an Additional Director of the Company with effect from 15th June 2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with deposit of Rs. 500/- proposing candidature of Mr. Vishwanath Mathur for the office of Director under Section 257 of the Companies Act, 1956. His appointment on the Board is recommended.

No Director other than Mr. Vishwanath Mathur is concerned or interested in the resolution.

By Order of the Board of Directors
For Ravindra Trading & Agencies Limited

Vishwanath Mathur
Director

Place: Mumbai
Date: December 4, 2009

DIRECTORS' REPORT

The Shareholders of,
Ravindra Trading and Agencies Ltd.

The Directors are pleased to present the 29th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March 2009.

The Company has been acquired by and became subsidiary of Murkumbi Investments Private Limited (Formerly known as Murkumbi Bio Agro Private Limited) by virtue of section 4(1)(b)(ii) of the Companies Act, 1956 and consequently there was a change in the management of the Company.

Financial Results

The operating results of the Company show profit before taxation of Rs. 33,183/- as against previous years figure of Rs. 34,87,837/-. The details of financial results are as under.

Particulars	2008-2009	2007-2008
Sales (including other income)	45,13,847	68,15,221
Profit/(loss) before tax	33,183	34,87,837
Income tax for earlier year	-	16,455
Provision for income tax	3,418	3,58,968
Profit after taxation	29,765	31,12,414
Profit / (loss) brought forward	(1,23,51,038)	(1,54,63,542)
Profit / (loss) carried to balance sheet	(1,23,21,273)	(1,23,51,038)

Transfer to reserves:

No amount was transferred to reserves.

Dividend

In view of inadequate profits for the current year and accumulated loss, the Board of Directors did not recommend any dividend to the shareholders.

Deposits

The Company has not accepted any public deposits and, as such, no amount of principal or interest on public deposits was outstanding on the date of Balance Sheet.

Directors

During the year Mr. Basanagoud Patil, Mr. Gurudev Desai and Mr. Vishwanath Mathur were appointed as Additional Directors of the Company to hold office upto the ensuing Annual General Meeting. The Company has received notices in writing from members along with deposit of Rs. 500/- each, proposing candidature of Mr. Basanagoud Patil, Mr. Gurudev Desai and Mr. Vishwanath Mathur for the office of Director under Section 257 of the Companies Act, 1956. Their appointment on the Board is recommended.

Mr. B. K. Lohia retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

During the year, Mr. Ghanshyam Joshi, Mr. Kanhaiyalal Mundra, Mr. Krishnarao Patil, Ram Kahndelwal, Shreeniwas Somani resigned from the office of Director. The Board wishes to place on record their deep appreciation for the valuable services & guidance rendered by retiring Directors during their tenure with the Company.

Auditors and Auditors' Report

The retiring Auditor M/s. H.P. Biyani & Co., Chartered Accountants, Mumbai have expressed their unwillingness to be re-appointed. The Board of Directors therefore recommend the appointment of M/s. YPK & Associates, Chartered Accountants, Belgaum, as Auditors of the Company to hold office from the conclusion of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting. Certificate from M/s. YPK & Associates, Chartered Accountants, Belgaum, has been obtained to the effect that their appointment, if made, would be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Auditors' Report to the shareholders for the year ended 31st March, 2009 does not contain any qualification and therefore do not call for any explanation/comments.

Directors Responsibility Statement

The Board of Directors in terms of Section 217 (2AA) states that:

- in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March, 2009 and of the Profit and Loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a "going concern" basis.

Conservation of Energy

Particulars with respect to conservation of energy in Form-A pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 are not given as the Company is not engaged in the activities specified in Schedule to the said Rules.

Technology Absorption

The Company is not engaged in any activities relating to production and manufacture. No amount was therefore spent towards Technology Absorption. Particulars with respect to Technology Absorption in Form B pursuant to the Companies (Disclosure of Particulars in Report of Board of Directors) rules 1988 are therefore not given.

Foreign Exchange Earning and Outgo

There was no Foreign Exchange Transaction during the year.

Corporate Governance

As per Schedule of implementation, stipulations of clause 49 of the listing agreement are applicable to listed companies having paid up share capital of more than Rs. 3 Crores. As the paid up share capital of the company is less than Rs. 3 Crores, the Board of Directors decided to defer the implementation of the said stipulations. Certificate of compliance of conditions of corporate governance from the Auditors of the Company is therefore not obtained. However your Directors are committed to more transparency in the affairs of the company.

Particulars of employees

None of the employees was in receipt of remuneration exceeding the limit specified under section 217(2A) of the Companies Act, 1956.

Acknowledgements

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Banks, Government Authorities, employees and finally to shareholders for their trust and confidence reposed with us.

On Behalf of the Board of Directors

Mr. Vishwanath Mathur
Director

Place: Mumbai

Date: December 4, 2009