

CHANDRIKA TRADERS LIMITED



THE ANNUAL REPORT 2010-2011

BOARD OF DIRECTORS

RAJIV BANSAL
ANINDO BANERJI
SARABJEET SINGH
AJEET KUMAR

AUDITORS

MEHRA & COMPANY
7 - RAJESHWARI PALACE
NEAR COMMISSIONER RESIDENCE
CIVIL LINES, MEERUT- 110 055.

REGISTERED OFFICE

A-308, LGF, DEFENCE COLONY
NEW DELHI – 110 024.

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the Company will be held on Thursday, the 29th day of September, 2011 at 10.00 A.M. at B-612, Vasant Kunj Enclave, New Delhi-110 070 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Rajiv Bansal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting and to fix their remuneration.
M/s Mehra & Co., have offered to be re-appointed as Statutory Auditors of the Company. The members may consider and, if thought fit, to pass, with or without modification, the following resolution, as an Ordinary Resolution:
"Resolved that M/s Mehra & Co. Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at remuneration to be fixed by the Board of Directors in consultation with M/s Mehra & Co. Statutory Auditors"

SPECIAL BUSINESS

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

"Resolved that the appointment of Mr. Ajeet Kumar as a Director of the Company, whose term of office as an Additional Director of the company expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Ajeet Kumar whose term of office will be liable to determination by retirement by rotation be and is hereby approved".

Place: New Delhi
Date : 27.08.2011

By Order of the Board
For Chandrika Traders Limited
Sd/-
(Anindo Banerji)
Managing Director

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member. The proxy in order to be effective must be received by the Company not less than 48 hours before the meeting. The blank proxy form is enclosed.**
2. The information pursuant to Corporate Governance Clause of the Listing Agreement regarding the Directors seeking reappointment/appointment in the Annual General Meeting as proposed in item Nos.2 & 4 of the Notice is annexed hereto and forms part of the Notice.
3. Shareholders are requested to intimate the change of address, if any, immediately for updating of records.
4. The Register of Members and Share Transfer Books will remain closed from 28th to 29th September 2011.
5. Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting.
6. Share holders are requested to send their e-mail ID at your Company e-mail i.e. - amgf@rediffmail.com, so that in future annual report/ information's or any other information's could be sent through e-mail.

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

ITEM NO. 4

Mr. Ajeet Kumar was appointed Additional Director on 19.01.2011. His term of office is up to the date of Annual General Meeting. Pursuant to Section 257 of the Companies Act, 1956 a member has proposed his appointment as a Director of the company liable to retire by rotation. A brief profile of Mr. Ajeet Kumar is given at the end of this Explanatory Statement and the Board recommends the resolution for your approval.

None of the Directors except Mr. Ajeet Kumar is interested in the resolution.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT REGARDING THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Sh. Rajiv Bansal	Sh. Ajeet Kumar
Date of Birth	30.01.1976	01.07.1976
Qualification	C.A.	Undergraduate
Date of Appointment	14.01.2008	19.01.2011
Expertise in specific functional area	Finance	Administration
Directorship of other public limited companies	No	No
Chairman/Member of committee of other companies	No	No
Shareholding in the Company (%)	Nil	Nil

DIRECTORS' REPORT

To
The Members
Your Directors hereby present their twenty-seventh Annual Report on the business and operations of the Company together with the Audited Financial Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS

The financial results of the Company for the year under report are given below:

Particulars	Year ended 31st March, 2011 (Rs in lacs)	Year ended 31st March, 2010 (Rs in lacs)
1. Operative & Other Income	5.05	34.92
2. Depreciation	12.10	17.99
3. Profit/loss before tax	-18.10	-13.13
4. Profit after tax	-13.16	7.18
5. Add previous year's balance	- 1.46	-7.35
6. Add excess provisions of the previous year	0	- 1.30
7. Balance carried to balance sheet	- 14.63	- 1.46

FINANCIAL REVIEW

Your Company is a private sector Non Banking Financial Company primarily involved in the business of investment in securities. Since the capital market in India and abroad has passed through a difficult phase it has affected the operations of your company also.

MANAGEMENT DISCUSSION & ANALYSIS (MD&A)

BUSINESS REVIEW

The company earned its income mainly from making investments/ trading in securities. The Board has earlier decided to start the project of Trading, Export and Commission Agent in India and Abroad but so far it could not become operational.

OPPORTUNITIES

The economic development is the main agenda of the Government and that will provide very positive environment for making investment in securities market and we are hopeful for better performance of the company in the coming years.

RISKS AND CONCERNS

Your Company is exposed to business and environmental risks in which it operates including interest rate volatility, economic cycles, market risks and credit policy of government and capital market at the world level. We are managing these risks by maintaining a conservative financial profile and by following prudent business and management practices.

ADEQUATE INTERNAL CONTROL

Your Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets and that the transactions are authorized, recorded and reported correctly.

PROJECT OF TRADING, EXPORT AND COMMISSION AGENT

In order to avail the opportunities of fast economic growth in our country the Board has decided to start the Project of Trading, Export and Commission Agent for about Rs 65 crores and raised Rs 20 crores through preferential allotment. However, company could not raise Rs 45 crores from public issue/ADR/GDR etc. due to market conditions and the project could not be started except the giving of some advances. Money raised through preferential allotment has been given as advance for goods and invested in securities. As and when market conditions improve the Board will review the project.

DIVIDEND

Keeping in view the performance we are unable to recommend dividend for the year under review.

DIRECTORS

Sh. Ajeet Kumar was appointed Additional Directors w.e.f. 19.01.2011 and his appointment is up to the date of Annual General Meeting. Pursuant to Section 257 of the Companies Act, 1956 Company has received request for his appointment as Director and item has been included in the Notice of Annual General Meeting for your approval.

Sh. Dinesh Pareekh, Director resigned w.e.f.14.10.2010 and Sh. Alok Kumar, Director resigned w.e.f.19.01.2011. The Board places on record the appreciation of the services rendered by Sh. Dinesh Pareekh and Sh. Alok Kumar during the tenure of their Directorship of the company.

Sh. Rajiv Bansal, Director retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

CORPORATE GOVERNANCE

The Company has in place a system of Corporate Governance. A separate report on Corporate Governance forming part of the Annual Report of the Company is annexed hereto. A certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Corporate Governance Clause of the Listing Agreement is annexed to the report on Corporate Governance. As on now there is no Chief Financial Officer in the company.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) Appropriate accounting policies have been selected and applied consistently and have made 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 as at March 31, 2011 and of the profits of the Company for the period from April, 2010 to 31st March, 2011;
- iii) Proper and sufficient care has been taken 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) The annual accounts have been prepared on a going concern basis.

FIXED DEPOSITS

During the period under review, the Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

AUDITORS

M/s Mehra & Co., Chartered Accountants, Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and they have offered themselves for re-appointment. The Company has obtained necessary certificate u/s. 224 (1B) of the Act from M/s Mehra & Co., Chartered Accountants.

AUDITORS' REPORT

The Auditors' Report on the Accounts of the Company for the period under review is self – explanatory and requires no comments.

PARTICULARS OF EMPLOYEES

During the period under review, no employee received salary more than Rs. 24.00 lac per annum or Rs.2.00 lac per month. Accordingly no particulars of employees are being given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956.

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

Information under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable because there are no manufacturing activities in the Company. However the Company has taken every possible measure to conserve the use of energy in the office. The Company has neither earned nor spent any foreign exchange during the year.

ACKNOWLEDGEMENT

Your Directors are pleased to place on record their sincere gratitude to the Government, Bankers and business constituents for their continued and valuable co-operation and support to the Company. The Board also takes this opportunity to express their appreciation for the devoted and sincere services rendered by the employees of the Company during the year.

For and on behalf of the Board

Place : New Delhi
Date : 27.08.2011

Sd/-	Sd/-
(Anindo Banerji)	(Rajiv Bansal)
Mg Director	Director

CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to good corporate governance. The Company respects the right of its shareholders to information on the performance of the Company and it is its endeavor to maximize the long-term value of the shareholders of the Company.

B. BOARD OF DIRECTORS

The Company is managed and controlled by the Board of Directors. The present composition of Directors is as follows:

a. Promoter Directors	Nil
b. Independent non-executive Directors	Three
c. Executive Director	One
d. Total	Four

C. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met 6 times during the financial year 2010-11 on 30.04.2010, 16.06.2010, 30.07.2010, 09.09.2010, 14.10.2010 and 16.01.2011. The attendance of Directors in the Board meetings was as under:

S No.	Name of Director	Attendance Particulars		
		No. of Board meetings held during their tenure	No. of Board meetings attended	Attendance at the last AGM
1	Sh. Rajiv Bansal	6	6	Yes
2	Sh. Anindo Banerji	4	3	Yes
3	Sh. Sarabjeet Singh	4	3	No
4	Sh. Ajeet Kumar	-	-	No
5.	Sh. Alok Kumar	5	4	No
6	Sh. Ajai Kumar	1	1	No
7	Sh. Dinesh Pareekh	4	1	No

D. AUDIT COMMITTEE

The Audit Committee has been re-constituted with Sh Anindo Banerji, Sh. Rajiv Bansal and Sh. Ajeet Kumar, Directors as the Members of the Committee. Sh. Rajiv Bansal, Director is the Chairman of the Committee. With the resignation of Sh. Alok Kumar, Director w.e.f. 19.01.2011 in his place Sh. Ajeet Kumar, Director has been appointed as Member of the Committee. The Committee discharges such duties and functions generally indicated in Clause 49 of the Listing Agreement with the Stock Exchanges and such other functions as may be specifically delegated to the Committee by the Board from time to time. The Committee met five times on 30.04.2010, 16.06.2010, 30.07.2010, 14.10.2010 and 16.01.2011.

E. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

The Company has a Shareholders/Investors Grievance Committee, which is headed by independent Director Sh. Rajiv Bansal to attend and address the grievances of shareholders/investors as and when received. Earlier Sh. Ajai Kumar was the Compliance Officer and on 16.07.2010 Sh. Rajiv Bansal has been appointed as the Compliance Officer.

The total number of complaints received and replied to the satisfaction of shareholders during the year under review were nine. All the complaints were disposed off and there were no complaints pending as on March 31,2011.

F. INFORMATION ABOUT DIRECTORS TO BE APPOINTED/RE-APPOINTED

Name of Director	Sh. Rajiv Bansal	Sh. Ajeet Kumar
Date of Birth	30.01.1976	01.07.1976
Date of Initial Appointment	14.01.2008	19.01.2011
Expertise in specific functional areas	Finance	Administration
Qualifications	C.A.	Under Graduate
Directorships held in Public Companies	No	No
Chairman/Member of Committees in other Public Ltd Companies	No	No

G. GENERAL BODY MEETINGS

The details of last three Annual General Meetings are given below:

YEAR	LOCATION	DATE	DAY	TIME
2010	40/56, 2 nd Floor, C.R. Park, New Delhi-110 019	10.07.2010	Friday	10.00 A.M
2009	K-1/77,LGF, C. R. Park, New Delhi-110 019.	30.09.2009	Wednesday	10.00 A.M
2008	K-1/77, LGF, C. R. Park, New Delhi-110 019.	30.09.2008	Tuesday	10.00 A.M

Date of AGM	Special Resolution passed
10.7.2010	1. Consolidation of Shares and amendment in Memorandum and Articles 2. Increase in authorized capital and amendment in Memorandum and Articles 3. Issue of Shares on Preferential basis 4. Further Issue of Securities
30.9.2009	1. Splitting of Equity Shares from Rs. 10/- to Rs. 1/-. 2. Change of objects of the Company. 3. Change of Name of the Company. Note: - These resolutions were not implemented and shareholders were informed.
30.9.2008	NIL

H. DISCLOSURES

- The Company has not entered into any transaction of material nature with promoters, Directors or the management or their relatives etc. that may have any potential conflict with the interest of the Company except few transactions mentioned in schedules.
- The Company has complied with the requirement of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital market during the year. There were no penalties imposed nor any strictures passed on the Company by any statutory authority relating to above.

I. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and the senior management.

J. MEANS OF COMMUNICATION

The quarterly results are published in the newspapers and are not being sent to each household of shareholders. The results are usually published in Rastriya Sahara/Veer Arjun (in Hindi) and Pioneer (in English).
The website of Company is under construction & will be operational shortly.

K. GENERAL SHAREHOLDERS INFORMATION

Date, Time and Venue of AGM	29th September 2011, 10.00AM At- B-612, Vasant Kunj Enclave, New Delhi-110 070
Financial Calendar	April to March every year
Adoption of quarterly results	6 th week from the close of quarter
For the quarter ending	
30 th June 2011	August 2011
30 th September, 2011	November 2011
31 st December, 2011	February, 2012
31 st March, 2012	May, 2012
Date of Book Closure	28 th and 29 September 2011
ISIN number of NSDL/CDSL	INE769D01016
Address for Correspondence	
Registrar and Share Transfer Agent	RCMC Share Registry Private Ltd., B-106, Sector 2, Noida (UP)
Registered Office (Company)	A-308, LGF, Defence Colony, New Delhi-110 024.
Stock Code	
Delhi Stock Exchange	03164
Bombay Stock Exchange	512624

A Committee of Directors has been constituted to approve the transfer, transmission, dematerialization & re-materialization of shares, issue of duplicate share certificates and allied matters. The Company's Registrars and Share Transfer Agent M/s RCMC Share Registry Private Limited have adequate infrastructure to process share transfer and dematerialization/rematerialization of shares.

A predetermined process cycle at regular interval ensures transfer of shares expeditiously and thereafter an option letter is issued to the transferee(s) for dematerialization.

The shares of the Company are listed at Delhi Stock Exchange Association Limited and Bombay Stock Exchange Limited. The Company has paid the listing fee of both the Stock Exchanges. After the amalgamation of AMGF InterCorp Ltd. and Akhand Bharat Agro Limited with the company the new shares have been listed on Bombay Stock Exchange Ltd. and trading approval granted but on Delhi Stock Exchange Association Ltd. shares have been listed but trading approval is yet to be granted. The shares of preferential allotment have been listed on Bombay Stock Exchange Ltd. and Delhi Stock Exchange Limited but trading approval is yet to be granted.