

ANNUAL REPORT 2012-2013 SPINE TRADERS LIMITED

(Formally Known as CHANDRIKA TRADERS LIMITED)

BOARD OF DIRECTOR

MAHENDRA ATAMARAMBHAI SOLANKI	DIRECTOR
HARLEEN SINGH KATHURIA	DIRECTOR
PARGAT SINGH	DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

RCMC Share Registry Private Limited
B-106, Sector 2, Noida (UP) – 201301
Ph: 0120-4015800
E mail: shares@rcmcdelhi.com

REGISTERED OFFICE

A-308, LGF, Defence Colony, New Delhi-100024

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Notice to the Shareholders

NOTICE is hereby given that the **Annual General Meeting** of the Members of **SPINE TRADERS LIMITED (Formally Known as CHANDRIKA TRADERS LIMITED)** will be held at **A-308, LGF , Defence Colony, New Delhi-110024** on **Monday, 30th day of September, 2013 at 12:00 Noon** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2013** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr Mahendra Atamarambhai Solanki**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration.

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 Harleen Singh Kathuria, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 10th April, 2013 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr Harleen Singh Kathuria** be and is hereby appointed as a Director, subject to retire by rotation of the Company.

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

"RESOLVED THAT Mr Pargat Singh who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 10th April, 2013 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr Harleen Singh Kathuria** be and is hereby appointed as a Director, subject to retire by rotation of the Company.

**By Order of the Board
For, SPINE TRADERS LIMITED**

PLACE: NEW DELHI

DATE: 30.08.2013

**(MAHENDRA SOLANKI)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 23th September, 2013 to 30th September, 2013 (both days inclusive).
5. M/s. RCMC Share Registry Pvt Ltd having its registered office at B-106, Sector 2, Noida (UP), INDIA is Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.

6. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr Mahendra Atamarambhai Solanki is Director of the Company. He has been associated with the Company w.e.f. 23rd February, 2012. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr Mahendra Atamarambhai Solanki retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO NOTICE:

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

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.4

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Harleen Singh Kathuria, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10th April 2013 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Harleen Singh Kathuria, a director subject to retirement by rotation.

None of the Directors except Mr Harleen Singh Kathuria is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

Item No.5

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Pargat Singh, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 10th April 2013 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Pargat Singh, a director subject to retirement by rotation.

None of the Directors except Mr Pargat Singh is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

**By Order of the Board
For, SPINE TRADERS LIMITED**

**PLACE: NEW DELHI
DATE: 30.08.2013**

**(MAHENDRA SOLANKI)
CHAIRMAN**

DIRECTOR'S REPORT TO THE MEMBERS

Dear Shareholders,

Your Directors here by present the Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2013**.

OPERATIONS REVIEW:

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. 1923642. The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors place on record their deep sense of concern that due to loss incurred director unable to declare any dividend to its shareholders.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr Mahendra Atamarambhai Solanki Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr Harleen Singh Kathuria and Mr. Pargat Singh were appointed as additional directors of the Company with effect from 10.04.2013 and are eligible for re-appointment as directors of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation.

Mr Ajeet Kumar and Mr Rajiv Bansal were ceased as a Director of the Company with effect from 10.04.2013 and 03.07.2013 accordingly due to resignation. The management appreciated the services given by him during the tenure of the office as a Director.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

CHANGE OF NAME

The name of the Company has been changed to **SPINE TRADERS LIMITED** in terms of Certificate dated 28th day of September, 2012 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana, pursuant to approval of the shareholders in Extra Ordinary General Meeting held on vide Special Resolution dated 24th day of August 2012, the name of the company was changed from **CHANDRIKA TRADERS LIMITED to SPINE TRADERS LIMITED**.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CORPORATE GOVERNANCE REPORT:

Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is [annexed](#) herewith.

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have 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 that period;
- iii) the Directors have 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) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, SPINE TRADERS LIMITED**

**PLACE: NEW DELHI
DATE: 30.08.2013**

**(MAHENDRA SOLANKI)
CHAIRMAN**

Annexure to Director's Report

MANAGEMENT DISCUSSION ANALYSIS REPORT

Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2013**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Good Corporate governance is about enhancing value for all stakeholders with strong emphasis on transparency, accountability, ethics, integrity, equity, fairness and commitment to values. Good Corporate Governance is intrinsic to the management of Company affairs. The values and principles set the context to manage our Company affairs in a fair and transparent manner. As a responsible corporation these values set the framework to maintain accountability in all our affairs and employ democratic and open process. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2013. The Board of Directors is consisting of three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2012-13 the Board met 6 (Six) times on 30.04.2012, 30.07.2012, 06.08.2012, 14.08.2012, 01.11.2012 and 28.01.2013. The maximum gap between two meetings was not more than 4 months.

Attendance at the Board meetings and Annual General Meetings of each director during the year 2012-13

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
Mr. Rajiv Bansal*	Executive & Non Independent	6	6	Yes
Mr. Ajeet Kumar#	Non Executive & Independent	6	6	Yes
Mr. Harleen Singh Kathuria**	Non Executive & Independent	6	0	No
Mr. Pargat Singh**	Non Executive & Independent	6	0	No
Mr. Mahendra A. Solanki	Executive & Non Independent	6	6	Yes

*Resigned from directorship w.e.f. 03.07.2013

#Resigned from directorship w.e.f. 10.04.2013

**Appointed as director of the Company W.e.f. 10.04.2013

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three directors being Mr. Mahendra Atamarambhai Solanki and Mr. Harleen Singh Kathuria and Mr. Pargat Singh. Mr. Harleen Singh Kathuria is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.