

**ROBINSON WORLDWIDE TRADE LIMITED**

**N O T I C E**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of **ROBINSON WORLDWIDE TRADE LIMITED** will be held at 1st Floor, Om Complex, Near Swastik Cross Road, C.G. Road, Navrangpura, Ahmedabad- 380 009 on 30th September, 2004 at 11.00 A.M. to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider, approve and adopt the Profit & Loss Account for the year ended on March 31, 2004 and the Balance sheet as on the said date together with the Auditor's and Directors' Report thereon .
2. To appoint a Director in place of Mr. R.V. Chari who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**SPECIAL BUSINESS :**

To consider and if thought fit, to pass, with or without modifications, the following resolutions:

4. As an Ordinary Resolution

**"RESOLVED THAT** Ms.Arab Yasmin , who was appointed as Additional Director of the Company under Sec. 260 of the Companies Act, 1956, and for the appointment of whom the company has received a notice under section 257 of the Act from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the company .

**RESOLVED FURTHER THAT** Ms. Arab Yasmin shall be liable to by retire by rotation."

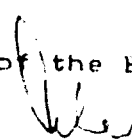
5. As an Ordinary Resolution

**"RESOLVED THAT** Mr. Ramanbhai Trivedi , who was appointed as Additional Director of the Company under Sec. 260 of the Companies Act, 1956, and for the appointment of whom the company has received a notice under section 257 of the Act from a member proposing him candidature for the office of a Director, be and is hereby appointed as a Director of the company .

**RESOLVED FURTHER THAT** Mr.Ramanbhai Trivedi shall be liable to by retire by rotation."

Registered Office:  
1001, 10th Floor,  
Shree Krishna Center,  
Shreemali Society,  
Near Mithakhali Six Road,  
Navrangpura, Ahmedabad-380 009  
Date : 1st September, 2004

By Order of the Board of Directors

  
R.V. CHARI  
Chairman

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Register of Members and Share Transfer Books of the Company will remain closed from the 20th September, 2004 to 30th September, 2004 (Both days inclusive) for Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SEC. 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 4**

Ms. Arab Yasmin was appointed as Director of the Company and holds office till the conclusion of the Annual General meeting. The Company has received notice from the shareholder recommending her appointment as Director of the Company.

None of the directors except Ms. Arab Yasmin is concerned or interested in the resolution.

**ITEM NO. 5**

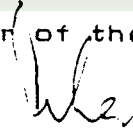
Shri Ramanbhai Trivedi was appointed as Director of the Company and holds office till the conclusion of the Annual General meeting. The Company has received notice from the shareholder recommending his appointment as Director of the Company.

None of the directors except Shri Ramanbhai Trivedi is concerned or interested in the resolution.

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By Order of the Board of Directors

  
R.V. CHARI  
Chairman

**DIRECTORS' REPORT**

Dear Members,

We have pleasure in presenting the Annual Report of the Company alongwith the audited statements of Accounts for the year ended 31st March, 2004.

| FINANCIAL RESULTS                     | 2003-04<br>(Rs. in Lacs) | 2002-03<br>(Rs. in Lacs) |
|---------------------------------------|--------------------------|--------------------------|
| OPERATING PROFITS BEFORE DEPRECIATION | (75.00)                  | (0.03)                   |
| DEPRECIATION                          | 0.61                     | 2.45                     |
| PROFIT AFTER DEPRECIATION             | (75.61)                  | (2.48)                   |
| PROVISION FOR DEPRECIATION            | NIL                      | NIL                      |
| NET PROFIT                            | (75.61)                  | (2.48)                   |
| BALANCE CARRIED TO BALANCE SHEET      | (0.57)                   | (0.57)                   |

**DIVIDEND:**

Considering the loss incurred by the Company during the year, your Directors does not recommend dividend for the year under review.

**DEPOSITS:**

The Company has not accepted any Deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and Rules made thereunder.

**INSURANCE:**

Adequate Insurance cover has been taken for properties of the Company including Buildings, Plant & Machineries, Stocks etc. During the year.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, which requires company to give a Directors Responsibility statement, your directors hereby confirm -

That in preparation of annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departure.

That Company has selected Mercantile accounting policies and applied them consistently and made judgements 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.

That the directors has taken proper and sufficient care for the maintainance of adequate accounting records in accordance with the provisions of this Act for the safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the Directors had prepared the annual accounts on a going concern basis.

#### **DIRECTORS:**

During the year Ms. Arab Yasmin and Mr. Ramanbhai Trivedi were appointed as Director of the Company and holds office upto the date of Annual General meeting. The Board recommends their appointment as director. During the year Mr. Kanaiyalal Punjabi and Mr. Gagan Punjabi has resigned as Director of the Company. The Board has put a appreciation for the contribution made by them for the development of the company, during their tenure as Director of the Company.

Mr. R.V. Chari retire by rotation and being eligibile offer themselves for re-appointment.

#### **AUDITORS :**

The Auditors M/s A.L. Thakkar & Co., Chartered Accountants have shown his inability to continue as Auditor of the Company and therefore M/s. Bharadia & Singh, Chartered Accountants proposed as Auditors of the Company till the Conclusion of the Next Annual General Meeting.

#### **AUDITORS REPORT**

There are no adverse Comments in the auditor report which require explanation from the directors.

#### **PARTICULARS OF EMPLOYEES AND OTHERS:**

The company does not have any employee receiving remuneration of Rs.2,00,000/- per month or Rs.24,00,000/- per annum and therefore, no particulars are required to be furnished under section 217(2A) of the Companies Act, 1956.

#### **INFORMATION ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING:**

Particulars regarding conservation of energy, Technology upgradation and Foreign Exchange earnings and outgo, pursuant of Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are not required to be published by the Company since it is not engaged in any manufacturing activity.

#### **APPRECIATION:**

The company places on record its deep appreciation for all those who have been associated with the company and have continued their support towards the growth and stability of the company.

Place : Ahmedabad  
Date 2nd September , 2003

For & on behalf of the  
Board of Directors



CHAIRMAN

**ROBINSON WORLDWIDE TRADE LIMITED****Compliance report on corporate governance****A. Company's philosophy on code of governance :**

The company is committed to good corporate governance and taking steps for implementing corporate governance norms as prescribe by SEBI. The company respects the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders.

**B. Board of directors :**

- Composition and category of directors of March 31,2003 is as follows.

| Category                                | No. of directors | %          |
|---|------------------|------------|
| Founder directors                       | 2                | 66.67      |
| Non-executive,<br>independent directors | 1                | 33.33      |
| <b>Total</b>                            | <b>3</b>         | <b>100</b> |

- Attendance of each director at the BoD meetings and the last AGM

| Directors              | No. of Board meetings Held | No. of Board meetings attended | Last AGM attendance (Yes/No) |
|------------------------|----------------------------|--------------------------------|------------------------------|
| Mr. Kanaiyalal Punjabi | 4                          | 4                              | Yes                          |
| Mr. Gagan Punjabi      | 4                          | 4                              | Yes                          |
| Mr. R.V. Chari         | 4                          | 4                              | Yes                          |

- Number of board of directors meetings held, dates on which held

4 board meetings were held during the year. The dates on which the meetings were held are as follows:

30<sup>th</sup> April 2003, 2<sup>nd</sup> September 2003, 30<sup>th</sup> October 2003. and 30<sup>th</sup> January 2004.

- None of the non-executive directors of the company have any pecuniary relationships or transactions with the company.
- There is no compensation package for non-executive directors.
- The company has an executive chairman.

### C. Audit Committee :

Company has formed audit committee comprising of one independent Directors. The audit committee meetings are held prior to the meeting of Board of Directors approving the provisional / unaudited results of the Company and audited results.

### Composition and No. of Meeting of the Audit Committee held:

The Audit Committee met 3 times during the year on 21<sup>st</sup> July, 2003. 25<sup>th</sup> August, 2003 and 21<sup>st</sup> January, 2004 and the attendance of members at the meeting was as follows:

| Name of the Member     | Status   | No. of Meetings attended |
|------------------------|----------|--------------------------|
| Mr. R.V. Chari         | Chairman | 3                        |
| Mr. Kanaiyalal Punjabi | Member   | 3                        |
| Mr. Gagan Punjabi      | Member   | 3                        |
|                        |          |                          |

### Brief description of terms of reference

The audit committee is looking at effective supervision of the financial reporting process and ensuring financial and accounting controls. The committee periodically interacts with the statutory auditors and Head accounts & finance to discuss internal control and financial reporting issues. The committee Provides the overall direction on the risk management policies, including the focus of management Audit. The committee has full access to financial data and to members of the company's staff. The committee reviews the annual and half yearly financial statements before they are submitted to the board. The committee also monitors proposed changes in accounting policies, reviews internal audit functions and discusses the accounting implications of Major transactions.

**D. Compensation Committee :**

The company has not formed any compensation committee.

**E. Investor grievance committee :**

Company has formed Investor grievance committee.

The committee oversees the share transfers as well as takes care of investor grievances.

The members of the company's investor grievance committee are:

|                   |
|-------------------|
| Mr. R.V. Chari    |
| Mr. Gagan Punjabi |

- Name and designation of compliance officer :

Mr. R.V. Chari, Managing Director

- Number of shareholders complaints received, solved and pending complaints.

| Nature of Complaints                                 | Received | Solved | Pending |
|--|----------|--------|---------|
| Non-receipt of share certificates/<br>Refund / Demat | NIL      | N.A.   | N.A.    |
| Stock Exchange                                       | NIL      | N.A.   | N.A.    |
| SEBI   | NIL      | N.A.   | N.A.    |

**F. SHARE TRANSFER DETAILS:**

The Board has delegated the powers of approving transfers of shares to a Committee of senior executives. The Committee met 3 times during the year and approved the transfer of shares lodged with the company.

**G. General Body Meeting:**

Location and time for the last three AGMs

| Year      | Date                             | Venue             | Time       |
|-----------|----------------------------------|-------------------|------------|
| 2000-2001 | 30 <sup>th</sup> September, 2001 | Registered Office | 11.00 A.M  |
| 2001-2002 | 30 <sup>th</sup> September, 2002 | Registered Office | 11.00 A.M  |
| 2002-2003 | 30 <sup>th</sup> September, 2003 | Registered Office | 11.00 A.M. |

## H. Disclosures :

There were no related party transactions during the year.

Details of non-compliance by the company, penalties, strictures imposed on the company by stock exchange or SEBI or any statutory authority, or any matter related to capital markets, during the last three years.

None

## I. Means of communication :

Quarterly results are generally published in Western Times

### Shareholders Information :

#### 1) Listing on stock exchanges

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
**Tel.: +91-22-22721233 / 34**  
Fax: +91-22-22721919 / 3121

The Stock Exchange - Ahmedabad.  
Kamdheni Complex  
Opp. Sahajanand College  
Panjarapole, Ahmedabad-380 015  
**Tel.: +91-79-26307971 to 74**  
Fax: +91-79-26308877

#### 2.) Share transfers in physical form and other communication regarding share certificates, dividends, and change of address, etc. should be addressed to

Intime Spectrum Registry Limited  
211, Sudarshan Complex,  
Near Mithakhali Under Bridge  
Navrangpura, Ahmedabad-380009

#### i) You can also address your queries to the e- mail id:

[ahmedabad@intimespectrum.com](mailto:ahmedabad@intimespectrum.com)

#### ii) For De-materialization, Physical Shares and other related communication in this respect should be sent to

Intime Spectrum Registry Limited  
211, Sudarshan Complex,  
Near Mithakhali Under Bridge,  
Navrangpura, Ahmedabad-380009



**2) Share transfer system**

Shares sent for physical transfer are registered and returned within a period of 20 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee of the Company meets as required.

**3) Stock Market Data (In Rs./per share) – The Mumbai Stock Exchange (BSE)**

The shares of the Company has not been regularly traded at the Stock Exchange during the period under review.

High. Low during each Month in last financial year is as under:

| Month           | High  | Low   |
|-----------------|-------|-------|
| April, 2003     | 35.20 | 35.20 |
| May, 2003       | 35.20 | 35.20 |
| June, 2003      | 35.20 | 35.20 |
| July, 2003      | 35.20 | 35.20 |
| August, 2003    | 35.20 | 35.20 |
| September, 2003 | 35.20 | 35.20 |
| October, 2003   | 35.20 | 35.20 |
| November, 2003  | 35.20 | 35.20 |
| December, 2003  | 35.20 | 35.20 |
| January, 2004   | 35.20 | 35.20 |
| February, 2004  | 35.20 | 35.20 |
| March, 2004     | 48.75 | 41.90 |

**4) Shares Under Lock-in**

There are no shares under lock in.

5) Investors' correspondence may be addressed to:

1001, 10<sup>th</sup> Floor, Shree Krishna Center,  
Near Mithakhali Six Road,  
Navrangpura,  
Ahmedabad-380 009

6) Employee strength of Robinson Worldwide Trade Limited

The employee strength of Robinson Worldwide Trade Limited as on March 31, 2004 is around 7.

7) Shareholding Pattern:

| Sr. No. | Category  | No. of Shares Held | % of Shareholding |
|---------|---|--------------------|-------------------|
| 1       | Promoters   | 5190000            | 51.90             |
| 2       | Mutual Funds  | NIL                | NIL               |
| 3       | Banks, Financial Institutions, Insurance Companies, | NIL                | NIL               |
| 4       | Foreign Institutional Investors                     | NIL                | NIL               |
| 5       | Private Bodies Corporate                            | 145000             | 1.45              |
| 6       | Indian Public                                       | 4665000            | 46.65             |
| 7       | NRIs/OCBs   | NIL                | NIL               |
| 8       | GDR/ ADR  | NIL                | NIL               |
|         | GRAND TOTAL   | 10000000           | 100.00            |