

ANNUAL REPORT 2004-2005

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ROBINSON WORLDWIDE TRADE LIMITED

Registered Office :
202, Chitrarath Complex, Opp: Hotel President, C.G.Road,
Navrangpura, Ahmedabad-380 009

ROBINSON WORLDWIDE TRADE LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of ROBINSON WORLDWIDE TRADE LIMITED will be held at 202, Chitrarath Complex, Opp: Hotel President, C.G.Road, Navrangpura, Ahmedabad-380 009 on 30th September, 2005 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, 2005 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 reappointment.
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.

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 28th September, 2005 to 30th September, 2005 (Both days inclusive) for Annual General Meeting.

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

ITEM NO. 4

Mr. R.V.Chari 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 Mr. R.V. Chari 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.

By Order of The Board of Directors

Y. G. Arab.
Chairman.

Date : 1st September, 2004
Place : Ahmedabad

Registered Office:
202. Chitrath Complex,
Opp: President Hotel,
C.G.Road, Navrangpura,
Ahmedabad-380 009.

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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, 2005.

FINANCIAL RESULTS RESULTS	2004-05 (Rs. In Lacs)	2003-04 (Rs. in Lacs)
Operating Profits		
Before Depreciation	6.82	(75.00)
Depreciation	7.30	0.61
Profit After Depreciation	(0.48)	(75.61)
Provision For Depreciation	NIL	NIL
Net Profit	(0.48)	(75.61)
Balance Carried to		
Balance Sheet	(0.48)	(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 et Section 58A of the Companies Act, 1956 and Rules made there under.

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 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 or 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 maintenance 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 irregularations.

- That the Directors had prepared the annual accounts on a going concern basis.
- The company does not have any employee receiving remuneration of Rs. 200,000/- 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.

DIRECTORS:

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

AUDITORS:

The Auditors M/s Jignashu Shah & Co., Chartered Accountants proposed as auditor of the company till the conclusion of 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 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.

For & on behalf of the Board of Directors

Y. G. Arab
Chairman

Place: Ahmedabad.
Date : 01 / 09 / 2005

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, 2005 is as follows:

Category	No. of directors	%
Founder directors	2	66.67
Non-executive, independent directors	1	33.33
Total	3	100

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. Ramanlal N. Trivedi	4	4	Yes
Ms. Yasmin G.Arab.	4	2	Yes
Mr. R.V.Chari.	4	4	Yes

- Number of board of directors meetings held

- 4 board meetings were held during the year. The dates on which the meetings were hold are as follows:
- 30th April 2004, 2nd September 2004, 30th October 2004 and 30th January 2005.
- 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 27th July, 2004, 30th August, 2004, and 25th January, 2005 and the attendance of members at the meeting was as follows:

Name of Meetings the Member	Status	No. of attended
Mr. R. V. Chari	Chairman	3
Mr. Ramanlal N. Trivedi	Member	3
Ms. Yasmin G. Arab.	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 takes care of investor grievances.

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

Mr. R. V. Chari

Mr. Ramanlal N. Trivedi.

- 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 / Refund / Demat	NIL	N.A.	N.A.
Stock Exchange	1	1	NIL
SEBI	1	1	NIL.

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.

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G. General Body Meeting:

Location and time for the last three AGMs

Year	Date	Venue	Time
2001-02	30/09/2002	Registered Office	11.00 A.M.
2002-03	30/09/2003	Registered Office	11.00 A.M.
2003-04	30/09/2004	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, or any matter related to capital markets, during the last three year.

None

1. Means of Communication

Quarterly results are generally published in Western Times.

Shareholders Information:

- (1) Listing on stock exchange
- The Stock Exchange – Mumbai
Phiroze Jeejeeboy Tower,
Dalal Street, Mumbai – 400001.
Tel : +91-22-22721233 / 34
The Stock Exchange of Ahmedabad.
Kamdhenu Complex
Opp: Sahjanand College, Panjara
Pole,
Ahmedabad.- 380 015.
Tel : +91-79-2630791 to 74
+91-079-26308877
- (2) Share transfer in physical Form and other communication regarding share certificate, dividends, and change of address, etc should be addressed to :
- Intime Spectrum Registry Ltd.
211, Sudarshan Complex,
Nr. Mithakhali Under Bridge,
Navrangpura,
Ahmedabad.380 009.
- (3) You can also address your queries to the email id:
- ahmedabad@intimespectrum.com
- (4) For De-materialization, physical shares and other related communication in this respects should be sent to :
- Intime Spectrum Registry Ltd.
211, Sudarshan Complex,
Nr. Mithakhali Under Bridge,
Navrangpura, Ahmedabad.380 009.

2. Share transfer system:

Shares sent for physical transfer are register and returned within period of 20 days from the date of receipts, if the documents are clear in all respects.

3. Shares Under Lock-in:

There are no shares under lock in.

4. Investors' correspondence may be addressed to :

202, Chitrarath Complex,
Opp: Hotel President,
C.G.Road, Navrangpura,
Ahmedabad. Gujarat – 380 009.

5. Employee strength of Robinson Worldwide Trade Limited:

The employee strength of Robinson Worldwide Trade Limited as on March 31, 2005 is 6.

6. Share holding Pattern:

Sr. No.	Category	No. of Shares Held	% of Share-holding
1.	Promoters	4640000	46.40
2.	Mutual Funds	NIL	NIL
3.	Banks, Financial Institutions, Insurance Companies	NIL	NIL
4.	Foreign Institutional Investors	NIL	NIL
5.	Private Bodies Corp.	145000	1.45
6.	Indian Public	52,15,000	52.15
7.	NRIs/OCBs	NIL	NIL
8.	GDR/ADR	NIL	NIL
GRAND TOTAL		10000000	100.00%

7. Dematerialisation of Shares and Liquidity:

The Company's shares are available for dematerialization on National Securities Depository Limited (NSDL).

The above report has been placed before the Board at its meeting held on 1st September, 2005 and same was approved.

ROBINSON WORLDWIDE TRADE LIMITED**Additional Information pursuant to part IV of Schedule VI
to the Companies Act, 1956.****BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****1. Registration Details**

Registration No: 22388

State Code : 04

Balance Sheet Date : 31.03.2005

2. Capital raised during the year (Amount in thousands)

Public Issue- NIL

Rights Issue- NIL

Bonus Issue-NIL

Private Placement-NIL

3. Position of Mobilisation & Deployment of Funds

Total Liabilities 123503

Total Assets 123503

Sources of Fund 100000

Reserves & Surplus -975

Secured Loans 24479

Unsecured Loans NIL

Application of Funds

Net Fixed Assets 237

Investment 2475

Net Current Assets 50197

Misc. Expense 188

4. Performance of Company (Amount in thousands)

Turnover 36780

NIL

Total Expenditure

1. Profit before extra ordinary items and taxation

(48.2)

Profit before tax (48.2)

Earing per Share —

Profit after Tax

(48.2)

Dividend Rate

NIL

5. Generic Names of Three Principal Products of Company (as per monetary terms)

Product Description :

Item Code No. (ITC Code)

For & on behalf of the Board

Director

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AUDITOR'S REPORT

To,
The Members of
Robinson Worldwide Trade Ltd.
Ahmedabad.

so far as appears from our examination of the books.

1. We have audited the attached Balance Sheet of ROBINSON WORLDWIDE TRADE LIMITED as at 31st March, 2005 and the Profit and Loss Account of the company for the year ended as on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial Statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above we report that :
 - I. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of audit.
 - II. In our opinion proper books of accounts are required by law have been kept by the company

- III. The Balance-sheet and Profit & Loss Account dealt with by this report are in agreement with the books of accounts.
- IV. In our opinion the Balance Sheet, Profit and Loss account dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 except in respect of gratuity liability as stated in Note No. A (7).
- V. On the basis of written representations received from the directors, as on 31st March, 2005 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2005 from being appointed as a Director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
- VI. In our opinion and to the best of our information and accounting to the explanation given to us, the accounts read with notes thereon give the information required by the companies Act, 1956 in the matter so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of Balance-Sheet of the state of affairs of the company as at 31st March, 2005.
- (b) In the case of Profit and Loss Account of the profit/loss for the year ended on that date.

Place : Ahmedabad
Date : 01/09/2005

For Jignashu & Co.
Chartered Accountants
Proprietor