

# **ROBINSON WORLDWIDE TRADE LTD.**

## **ANNUAL REPORT 2005-2006**

### **DIRECTORS**

RAMANLAL TRIVEDI  
RAGHUNATH CHARI  
PRADIP SHAH  
SHAMBHU BHAGAT

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### **REGISTERED OFFICE :**

403, Sanjay Tower,  
Opp. C.N. Vidhyalaya, Ambavadi,  
Ahmedabad - 380015. Gujarat

### **AUDITORS**

NAIMISH K. SHAH & CO.  
Chartered Accountants

206, Kalash Building 1,  
Nr. navrangpura Jain Derasar,  
Navrangpura, Ahmedabad.

*certified True copy*

 Robinson Worldwide Trade Ltd.

*Pradip Shah*  
Director

## NOTICE

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the members of the ROBINSON WORLDWIDE TRADE LIMITED Will be held AT 403, Sanjay Tower, Opp. C.N. Vidhyalaya, Ambawadi, Ahmedabad - 380015 on 30-09-2006 at 11-00 a.m. to transact the following business :

### ORDINARY BUSINESS :

- 1) To receive, consider and adopt Audited balance sheet as at 31<sup>st</sup> March, 2006 and Profit and Loss Account for the year ended 31<sup>st</sup> March, 2006 and the reports of the Directors and Auditors thereon.
- 2) To appoint the Auditors and to fix their remuneration.

### NOTE :

- 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 PROXY NEED NOT BE A MEMBER.
- 2) THE REGISTER OF MEMBERS SHALL REMAIN CLOSE FROM MONDAY 18<sup>TH</sup> SEPTEMBER TO FRIDAY 29<sup>TH</sup> SEPTEMBER 2006 (BOTH DAYS INCLUSIVE).

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BY ORDER OF THE BOARD OF DIRECTORS,

RAMANLAL N. TRIVEDI  
CHAIRMAN

Date : 28.06.2006

Place : AHMEDABAD

## DIRECTORS' REPORT

Dear Share holders,

Your directors have pleasure in presenting the Annual Report together with the Audited Annual Accounts for the year ended 31<sup>st</sup> March 2006.

### Financial Results

	(Rs. In Lacs)	
	2005-2006	2004-2005
Sales	1186.71	341.00
Net Profit Before Depreciation & Tax	7.62	6.82
Less : Depreciation	1.87	7.30
Net Profit/(Loss) Before Tax	5.75	(0.48)
Less : Provision For Taxation	1.68	0
Net Profit After Tax	4.07	(0.48)

#### (1) Operations

Your directors have great pleasure to inform that the company has achieved turnover of Rs. 1186.71 Lacs during the year and earned net profit after tax of Rs. 4.07 Lacs after making provision for tax of Rs. 1.68 Lac. The company is confident to achieve higher sales in the coming years. Your Directors do not recommend dividend for the year to strengthen the position of the company

#### (2) Auditors

M/s. Naimish K. SHAH & Co., Chartered Accountants, Ahmedabad., Auditors of the company retire at the ensuing Annual General Meeting and are eligible for reappointment.

#### (3) Fixed Deposits

The Company has not accepted any Public Deposits within the meaning of the provisions of Section 58A of the Companies Act, 1956.

#### (4) Employees

There were no employees coming within the ambit of section 217(2A) of the Companies Act, 1956

#### (5) Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgoins.

Since the company is not engaged in any manufacturing activities, furnishing of details of conservation of energy & technology absorption are not applicable.

Foreign Earning : Nil

Foreign Outgoing : Nil

#### (6) Directors Responsibility Statement

As required under sub-section (2AA) of Section 217 of the Companies Act, 1956, the Directors Confirm :

- (i) That in preparation of the Annual accounts, the applicable accounting standards had been followed.
- (ii) that the Directors had selected such 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 affairs of the Company at the end of the financial year and of the financial year and of the profit/loss of the Company for the year.
- (iii) that the Directors had 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 frauds and other irregularities.
- (iv) that the Directors had prepared the Annual Accounts on a going concern basis.

#### (7) Acknowledgements.

The Directors place on record their appreciation of continued support, co-operation, assistance during the year by suppliers, customers, banks and staff members & look forward for their continued support in future.

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, ROBINSON WORLDWIDE TRADE  
LIMITED

Date : 28.06.2006  
Place : AHMEDABAD

DIRECTOR.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE****A Company's philosophy on code of governance :**

The Company is committed good corporate governance and taking steps for implementing corporate governance norms as prescribed by SEBI. The Company respects the rights of its shareholders and considers itself a trustee of its shareholders.

**B. Board of Directors :**

Two Directors namely Mr. Shambhu Bhagat & Mr. Pradipbhai Shah appointed as members of Board of Directors of the Company and Yasmin Arab resigned from the directorship of the Company. Composition and category of Directors of March 31, 2006 is as follow :

Category	No. of Directors	%
Founder Directors	1	25.00
Non - executive	1	25.00
Independent director	2	50.00
<b>Total</b>	<b>4</b>	<b>100.00</b>

Attendance of each director at the BOD meeting and the last AGM.

Director	No. of Board Meeting Held	No. of Board Meeting Attended	Last AGM Attendance (Yes/No)
Mr. Ramanlal N. Trivedi	6	6	Yes
Ms. Yasmin G. Arab	6	4	Yes
Mr. R.V.Chari	6	5	Yes
Mr. Shambhu Bhagat	2	2	No (Appo 1/1/06)
Mr. Pradip Shah	2	2	No (Appo. 1/1/06)

**Number of board of Directors meeting held.**

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

15<sup>th</sup> April 2005, 30<sup>th</sup> June 2005, 18<sup>th</sup> July 2005, 30<sup>th</sup> October 2005, 31<sup>st</sup> January 2006 and 15<sup>th</sup> March 2006.

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.

**C. Audit Committe**

Company has formed audit committee comprising of four Directors. The audit committee meeting 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 4 times during the year on 25<sup>th</sup> June 2005, 25<sup>th</sup> October 2005, 18<sup>th</sup> January 2006 and 10<sup>th</sup> March 2006 and the attendance of members at the meeting was as follow :

Name of Meetings the Member	Status	No. of Attended
Mr. Ramanlal N. Trivedi	Member	4
Ms. Yasmin G. Arab	Member	2
Mr. R.V.Chari	Chairman	4
Mr. Shambhu Bhagat	Member	2
Mr. Pradip Shah	Member	2

**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 periodical interacts with the statutory auditors and Head accounts & finance to discuss internal control and financial reporting issues. The committee provides the overall direction in 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 discussed 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 taken care of Investor grievance.

The members of the Company's Investor grievance Committee are :

Mr. R.V.Chari

Mr. Ramanlal N. Trevadi

Name and designation of compliance officer.

Mr. Ramanlal N. Trivedi, Director

Number of Share holder complaints received, solved and pending complaints.

Nature of complaints	Received	Solved	Pending
Non - receipt of share Certificate/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 transfer of shares to a committee of senior executives. The Committee met 8 times during the year and approved the transfer of shares lodged with the Company.

**G. General Body Meeting**

Location and times for the Last three AGMs

Year	Date	Venue	Time
2002-03	30/09/2003	Registered Office	11 00 A.M.
2003-04	30/09/2004	Registered Office	11.00 A.M.
2004-05	30/09/2005	Registered Office	11 00 A.M.

**H Disclosures :**

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 market, during the last three years.

None

**1 Means of Communication**

Quarterly results are generally published in Western Times.

**i Shareholder's Information :**

Listing of Stock Exchange the Stock Exchange -

Mumbai Phiroze jeejeeboy Tower,  
Dalal Street,  
Mumbai - 400001  
Te: +91-22-22721233/34

The Stock Exchange -  
Ahmedabad.  
Kamdhenu Complex,  
Pajara Pole, Ambawadi,  
Ahmedabad.  
Tel : +91-79-2630791 to 74  
+91-79-26308877

Share transfer in Intime Spectrum Registry Ltd

ii physical Form and 211, Sudershan Complex,  
other communication Nr. Mithakali Under Bridge,  
regarding share Navrangpura,  
certi., dividends Ahmedabad - 380009  
and change of Tel. No. : 079-26465179  
address, etc. should  
be addressed to :

You can also address

iii your Queries to the  
email Id : ahmedabad@intimespectrum.com

For De-materialisation Intime Spectrum Registry Ltd

iv physical share 211, Sudershan Complex,  
and otherrelated Nr. Mithakali Under Bridge,  
communication Navrangpura,  
in this respects Ahmedabad - 380009  
should be send to be : Tel. No. : 079-26465179

**Share transfer System**

2. Share send 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 Share Under - Lock in**

There are no shares under lock in

**4 Investor's correspondence may be addressed to :**

403, Sanjay Tower,  
Opp. C.N.Vidhyalaya,  
Nr. Old Exice Chowky,  
Ambawadi,  
Ahmedabad - 380015

**5 Employee strength of Robinson Worlwide Trade Limited :**

The employee strength of Robinson WorldwideTrade Limited as on March 31, 2006 is 4.

**6 Share Holding Pattern**

Sr. No.	Category	No. of Shares Held	% of Share holding
1	Promoters	4790000	47.90
2	Mutual Funds	NIL	NIL
3	Banks, Financial Institutions	NIL	NIL
4	Foreign Institutional Investors	NIL	NIL
5	Private Bodies Corp	NIL	NIL
6	Indian Public	52,10000	52.10
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 dematerialisation on National Securities Depository Ltd (NSDL)

The above report has been placed before the Board at it meeting held on 28<sup>th</sup> June, 2006 and same was approved.

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