

## **NOTICE TO SHAREHOLDERS**

**Notice** is hereby given that the Annual General Meeting of the shareholders of the **ROBINSON WORLDWIDE TRADE LIMITED** Will be held on Thursday, 30<sup>th</sup> September, 2010 at 2.30 P.M at the registered office of the company at 806, Saffron complex, Panchwati circle, Panchwati to ambawadi road, Ambawadi, Ahmedabad – 380 006.

### **ORDINARY BUSINESS :**

1. To receive and adopt Audited profit and Loss Account for the year ended 31st March, 2010 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.
2. To appoint Arvind A. Thakkar & Co., Chartered Accountant, Ahmedabad, retiring auditor, being offer them self eligible for reappointment, as auditors of the Company to hold office until the conclusion of next Annual General Meeting and fix their remuneration.
3. To appoint a Director in place of Shri Shambhu Bhagat, who retires by rotation and, being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to Section 257 of Companies Act, 1956 and other applicable provisions if any, Mr. Navneet Singh and Mr. Hiteshkumar Patel, who were appointed as additional directors of the company w.e.f. 24.03.2010 and 30.08.2010 respectively, be and are hereby appointed as Directors of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee(s) of directors or any other officer or officers of the Company or to any other person or persons as it may deem fit, for the purpose of giving effect to the aforesaid resolution.

**By order of the Board  
For ROBINSON WORLDWIDE TRADE LIMITED**

Date : 04.09.2010  
Place : Ahmedabad

**SD/-  
DIRECTOR**

**Notes:**

- 1 Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business is annexed herewith.
- 2 **A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll, to vote instead of himself. A proxy need not be member of the company. A proxy may be sent in the Form enclosed and in order to be effective must reach the Registered Office of the company at least 48 hours before the commencement of the meeting.**
- 3 Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
- 4 Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting. As Copies of Annual Report will not be distributed at the Annual General Meeting.
- 5 The Register of Members and Share Transfer Books of the Company were closed from **Thursday, 23<sup>rd</sup> September, 2010 to Thursday, 30<sup>th</sup> September, 2010** ( both days inclusive).

**EXPLANATORY STATEMENT****Under Section 173(2) of the Companies Act, 1956.****Item No. 4**

Mr. Navneet Singh and Hiteshkumar Patel were appointed as additional director of the company with effect from 24.03.2010 and 30.08.2010 respectively under section 260 of the Companies Act 1956. They hold office up to the date of ensuing Annual General Meeting. The company has received notice in writing from members along with of Rs. 500/- each proposing the candidature of Mr. Navneet Singh and Mr. Hiteshkumar Patel for the office of Directors under the provision of section 257 of the Companies Act 1956.

The Board of Directors accordingly recommends the resolutions set out at Item Nos. 4, of the accompanying Notice for the approval of the Members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

**By order of the Board  
For ROBINSON WORLDWIDE TRADE LIMITED**

Date: 04.09.2010  
Place: Ahmedabad

**SD/-  
DIRECTOR**

## **DIRECTORS' REPORT**

Dear Shareholders,

Your directors have pleasure in presenting herewith the 14<sup>th</sup> Annual Report for the year ended on 31st March, 2010 of your Company.

### **Financial Results:**

(Amt in Rs.)		
<b>Particulars</b>	<b>2009-2010</b>	<b>2008-2009</b>
Net Profit (Loss) Before Depreciation & Tax	(560602)	(1571758)
Less : Depreciation	430422	700355
Net Profit/(Loss) Before Tax	(130180)	(2272113)
Less : Provision For Taxation	85524	6115
<b>Net Profit After Tax</b>	<b>(215704)</b>	<b>(2278228)</b>

### **(1) Operations**

Your directors have great pleasure to inform that the company has incurred Net Loss after tax of Rs. 215704 after making provision for tax of Rs. 85524. 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) Directors**

Mr. Navneet Singh and Mr. Hiteshkumar Patel, appointed as directors of the company, liable to retire by rotation, pursuant to Section 257 and other relevant provisions of the companies Act, 1956 and Article of Association, w.e.f 30<sup>th</sup> September, 2010. Mr. Shambu Bhagat, Director will retire at the forthcoming annual general meeting of the company, and being eligible, offer themselves for re-appointment.

Your directors recommend the resolution for approval of the members.

### **(3) Auditors**

M/s. Arvind A. Thakkar, Chartered Accountants, Ahmedabad, are proposed to be appointed as auditor of the Company for the financial year 2010-2011. The auditors of the Company retire at the forthcoming Annual General Meeting. The board will fix the remuneration of newly appointed auditors of the company. The necessary certificate under section 224(1B) of the Companies Act, 1956 has been received from the auditor.

The Statutory Auditors of the Company have submitted auditors report on the accounts of the Company for the accounting year ended 31<sup>st</sup> March, 2010 which is self-explanatory and needs no comments.

### **(4) Fixed Deposits**

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

## **(5) Employees**

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

## **(6) Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgoings.**

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

## **(7) 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 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.

## **(8) 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  
For ROBINSON WORLDWIDE TRADE LIMITED**

Date: 04.09.2010  
Place: Ahmedabad

**SD/-  
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 insiders as trustee of its shareholders.

### **B Board of Directors:**

Composition and category of Directors of March 31, 2010 is as follows:

Category	No of Directors
Non –executive	2
Independent director	1
Total	3

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. Trivadi	10	10	Yes (Resigned w.e.f 31.08.2010)
Mr. Navneet Singh	10	1	N.A. (Appointed w.e.f. 24.03.2010)
Mr. Shambhu Bhagat	10	9	Yes
Mr. Jignesh D. Shah	10	10	Yes (Resigned w.e.f 27.03.2010)
Mr. Hiteshkumar Patel	10	N.A.	N.A. (Appointed w.e.f. 30.08.2010)

### **Number of Board of Directors meeting held**

10 board meeting were held during the year. The dates on which the meetings were held are as follows: 08.04.2009, 10.04.2009, 23.04.2009, 30.06.2009, 27.07.2009, 28.08.2009, 30.10.2009, 29.01.2010, 13.03.2010, 24.03.2010.

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 Committee**

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. Meeting of the Audit Committee held:**

The Audit Committee met 4 times during the year on 30<sup>th</sup> June, 2009, 27<sup>th</sup> July 2009, 30<sup>th</sup> October 2009, 2<sup>th</sup> January 2010 and the attendance of members at the meeting was as follow:

Name of Members Attended		Status	No of Meetings
Mr. Ramnalal N. Trivadi (Resigned w.e.f 31.08.2010)	Chairman	4	4
Mr. Jayesh D. Shah (Resigned w.e.f.27.03.2010)	Member	4	4

Mr. Shambhu Bhagat	Member	4	4
Mr. Navneet Singh (Appointed w.e.f. 24.03.2010)	Member	N.A.	N.A.
Mr. Hiteshkumar Patel (Appointed w.e.f. 30.08.2010)	Member	N.A.	N.A.

### **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 of 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 Committee met 4 times during the year on 7<sup>th</sup> July 2009, 15<sup>th</sup> October 2009, 25<sup>th</sup> January 2010 and 22<sup>nd</sup> March, 2010 and the attendance of members at the meeting was as follow:

### **Name and designation of compliance officer.**

Mr. Ramanlal N. Trivedi, Director

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

<b>Nature of Complaints</b>	<b>Received</b>	<b>Solved</b>	<b>Pending</b>
Non –receipt of share Certificate /Refund /Demat Stock Exchange SEBI	NIL	N.A.	N.A.
	NIL	N.A.	N.A.
	NIL	N.A.	N.A.

### **F. SHARE TRANSFER**

The Board has delegated the powers of approving transfer of shares to a committee of senior executives. The Committee met 9 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:

<b>Year</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>
2006-07	28/09/2007	Registered Office	11.00 A.M
2007-08	30/09/2008	Registered Office	12.00 P.M
2008-09	30/09/2009	Registered Office	12.00 P.M

#### **H. Disclosures:**

Details of non compliance by the Company, penalties, and 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**

#### **Means of Communication**

Quarterly results are generally published in Western Times.

#### **MANAGEMENT DISCUSSION AND 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.

#### **GENERAL INFORMATION FOR SHAREHOLDERS:**

- a) AGM - Date : September 30, 2010  
Time: 12.00 A.M.  
Place: 806, Saffron complex, Panchwati circle,  
Panchwati to ambawadi road, Ambawadi,  
Ahmedabad – 380 006
- b) The financial year of the company is from 1<sup>st</sup> April to 31<sup>st</sup> March.
- c) Dates of Book closure: From Thursday 23<sup>rd</sup> September, 2010 to Thursday 30<sup>th</sup> 2010 (both days inclusive).
- d) The shares of the company are listed on Bombay Stock Exchanges Ltd., Mumbai and Ahmedabad Stock Exchange LTd., Ahmedabad. The listing fees for the year 2009 - 2010

have been paid to the respective Stock Exchanges where the shares of the company are listed.

- e) **Stock Code** : Bombay Stock Exchange : 532154
- f) **Demat ISIN Number for NSDL and CDSL** : INE560F01014
- g) Market price Data: High, low during each month in last financial year i.e. 1<sup>st</sup> April 2009 to 31<sup>st</sup> March, 2010 at Bombay Stock Exchange.

Month	High (in Rs.)	Low (in Rs.)
April 2009	20.40	17.55
May 2009	16.70	11.50
June 2009	12.07	8.50
July 2009	13.20	6.81
August 2009	13.11	10.84
September 2009	18.10	12.42
October 2009	20.75	14.20
November 2009	16.35	15.25
December 2009	16.00	16.00
January 2010	0.00	0.00
February 2010	0.00	0.00
March 2010	19.00	13.75

**h) Registrar and Transfer Agents for Demat and Physical mode:**

**Purva Share Registry Pvt Ltd**

No 9, Shiv shakti Industrial Estate,  
Ground Floor, J R Boricha Marg,  
Ground Floor, Lower Parel,  
Mumbai 400011

**i) Share transfer system:**

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

**j) Dematerialization of shares and liquidity**

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31<sup>st</sup> March 2010, 42,00,520 Equity Shares (42.01 %) of the Company was held in dematerialized form