

**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, 30th June, 2011 at 2.30 P.M at the registered office of the company at 806, Saffron Tower, 8th Floor, Panchwati to Ambawadi Road, Nr. Bank of Baroda, Ambawadi, Ahmedabad-380 006.

**ORDINARY BUSINESS :**

- To receive and adopt Audited profit and Loss Account for the year ended 31st March, 2011 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.
- To Appoint a Director in place of Mr. Navneet Singh, who retires by rotation and, being eligible offers himself for re-appointment.
- To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**By order of the Board**

**For, ROBINSON WORLDWIDE TRADE LIMITED**

**Sd/-**

**(Hitesh Patel)**

**DIRECTOR**

**Notes:**

- Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business is annexed herewith.
- 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.
- Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
- 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.
- The Register of Members and Share Transfer Books of the Company were closed from Thursday, 23rd June, 2011 to Thursday, 30th June, 2011 (both days inclusive).

**By order of the Board**

**For, ROBINSON WORLDWIDE TRADE LIMITED**

**Date: 28.05.2011.**

**Place: Ahmedabad**

**Sd/-**

**(Hitesh Patel)**

**DIRECTOR**

**DIRECTORS' REPORT**

Dear Shareholders,

Your directors have pleasure in presenting herewith the Annual Report for the year ended on 31st March, 2011 of your Company.

**FINANCIAL RESULTS:** (Amt. in Rs.)

| <b>PARTICULARS</b>           | <b>2010-2011</b> | <b>2009-2010</b> |
|------------------------------|------------------|------------------|
| Net Profit/(Loss) Before Tax | (1334425)        | (130181)         |
| Less :Deferred Tax           | (42457)          | 85524            |
| Net Profit/Loss After Tax    | (1291969)        | (215705)         |

**OPERATIONS:**

Your directors have to inform that the company has incurred Net Loss after tax of Rs. 1291969 after making provision for tax. 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.

**DIRECTORS:**

Mr. Navneet Singh directors of the company, liable to retire by rotation, and being eligible, offer themselves for re-appointment.

**APPOINTMENT OF AUDITORS:**

M/s. M/s. Y. D. & Co., Chartered Accountants, Ludhiana, are proposed to be re-appoint as auditor of the company for the financial year 2011-2012. 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 auditor's report on the accounts of the Company for the accounting year ended 31st March, 2011 which is self-explanatory and needs no comments.

**FIXED DEPOSITS:**

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

**EMPLOYEES:**

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

**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

**DIRECTORS RESPONSIBILITY STATEMENT:**

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

- That in preparation of the Annual accounts, the applicable accounting standards had been followed.
- 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.



- 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.
- That the Directors had prepared the Annual Accounts on a going concern basis.

**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: 28/05/2011**

**Place: Ahmedabad**

**Sd/-**

**(Hitesh Patel)**

**DIRECTOR**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE 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.

**BOARD OF DIRECTORS:**

The Board of Directors of the Company comprises following Directors:

| Name of Current Director's                   | Designation                 | Category | No. of Board Meetings attended during the year | Weather attended last AGM |
|--|-----------------------------|----------|--|---------------------------|
| Mr. Navneet Singh                            | Non-Executive & independent | Director | 10   | Yes                       |
| MR. Shambhu Bhagat                           | Non-Executive & independent | Director | 10   | Yes                       |
| MR. Hitesh M. Patel (w.e.f 30.08.2010)       | Non-Executive & independent | Director | 7  | Yes                       |
| Mr. Ramanlal Trivedi(resigned on 31.08.2010) | Non-Executive & independent | Director | 4  | No                        |

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: 10.05.2010, 04.06.2010, 31.07.2010, 30.08.2010, 04.09.2010, 13.09.2010, 15.09.2010, 13.11.2010, 12.02.2011, 28.03.2011,

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.

**AUDIT COMMITTEE:**

Company has formed audit committee comprising of three Directors. The audit committee meeting is 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 10.05.2010, 31.07.2010, 13.11.2010, 12.02.2011 and the attendance of members at the meeting was as follow:

| Director                                     | Category | No. of Meetings |          |
|--|----------|-----------------|----------|
|  |          | Held            | Attended |
| Mr. Navneet Singh                            | Member   | 4               | 4        |
| MR. Shambhu Bhagat                           | Chairman | 4               | 4        |
| MR. Hitesh M. Patel (w.e.f 30.08.2010)       | Member   | 2               | 2        |
| Mr. Ramanlal Trivedi(resigned on 31.08.2010) | Member   | 2               | 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 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 .

**COMPENSATION COMMITTEE:**

The Company has not formed any compensation committee.

**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 10.05.2010, 31.07.2010, 13.11.2010, 12.02.2011 and the attendance of members at the meeting was as follow:

**NAME AND DESIGNATION OF COMPLIANCE OFFICER:**

Mr. Hitesh Patel

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

| Nature of Complaints       | Received | Solved | Pending |
|----------------------------|----------|--------|---------|
| Non –receipt of share      | NIL      | N.A    | N.A     |
| Certificate /Refund /Demat | NIL      | N.A.   | N.A.    |
| SEBI                       | NIL      | N.A.   | N.A.    |

**SHARE TRANSFER:**

The Board has delegated the powers of approving transfer of shares to a committee of senior executives. The Committee met 4 times during the year and approved the transfer of shares lodged with the Company.

**GENERAL BODY MEETING:**

Location and Times for the Last Three AGM:

| Year    | Date       | Venue   | Time      |
|---------|------------|---|-----------|
| 2007-08 | 30/09/2008 | 403. Sanjay Apartment, Opp. C.N. Vidhyalaya, Ambawadi, Polytechnic Road, Ahmedabad – 380 015.     | 11.00 A.M |
| 2008-09 | 30/09/2009 | 403. Sanjay Apartment, Opp. C.N. Vidhyalaya, Ambawadi, Polytechnic Road, Ahmedabad – 380 015.     | 12.00 P.M |
| 2009-10 | 30/09/2010 | 806, Saffron complex, Panchwati circle, Panchwati to ambawadi road, Ambawadi, Ahmedabad – 380 006 | 02.30 P.M |

**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: The company has paid Rs.15,00,000 towards SEBI penalty.

**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 : June 30, 2011

Place: 806, Saffron complex, Panchwati circle, Panchwati to Ambawadi road, Ambawadi, Ahmedabad – 380 006

b) The financial year of the company is from 1st April to 31st March.

c) Dates of Book closure: From 23rd June, 2011 to 30th 2011 (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 2010 - 2011 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** : INE560F01014

Market price Data: High, low during each month in last financial year i.e. 1st April 2010 to 31st March, 2011 at Bombay Stock Exchange.

| Month          | High (in Rs.) | Low (in Rs.) |
|----------------|---------------|--------------|
| April 2010     | 23.80         | 18.05        |
| May 2010       | -             | —            |
| June 2010      | 24.25         | 23.50        |
| July 2010      | 25.45         | 25.45        |
| August 2010    | 24.20         | 24.20        |
| September 2010 | 26.65         | 25.40        |
| October 2010   | 27.95         | 24.25        |
| November 2010  | 23.10         | 23.10        |
| December 2010  | 23.00         | 22.95        |
| January 2011   | -             | -            |
| February 2011  | -             | -            |
| March 2011     | 24.15         | 20.95        |