

Annual Report - 2012

Nitu Trading Company Limited



2011-12

CORPORATE INFORMATION

Board of Directors

Amit Kumar Mondal
Nishant Maheswari
Sankar Banik

Executive /Non-Independent
Independent /Non Executive Director
Independent/ Non Executive Director

Compliance Officer

Amit Kumar Mondal
2B, Grant Lane,
4th Floor,
Kolkata - 700012

Auditor

Mandawewala & Co
1, British Indian Street,
1st Floor, Suite #110D,
Kolkata- 700069

Bankers

Bank of India

Registered Office

2B, Grant Lane,
4th Floor,
Kolkata – 700012

Notice is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of **Nitu Trading Co Ltd** will be held at the registered office of the Company at 2B, Grant Lane, 4th Floor, Kolkata – 700012 on 29th September, 2012 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the year ended 31st March, 2012 along with the reports of the Directors and Auditors thereon.

“RESOLVED THAT the Audited Balance Sheet as at 31st March 2012 and Profit & Loss Accounts for the year ended 31st March 2012 along with the Report of Board of Directors and Auditor’s Report as placed before the Meeting be and are hereby approved .”

2. To appoint a Director in place of Mr. Sankar Banik, who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT, Mr. Sankar Banik, Director of the Company who retires by rotation and being eligible for appointment be and is hereby reappointed as the Director of the Corporation”.

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

“RESOLVED THAT the M/s. Mandwewala & Co, Chartered Accountants be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration.”

**By Order of the Board of Directors
For Nitu Trading Co Ltd
Sd/-
Nishant Maheshwari
Chairman**

**Place: Kolkata
Date: 4th September, 2012
Registered Office:
2B, Grant Lane,
4th Floor,
Kolkata – 700012**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Share Transfer Books will remain close from 22nd September, 2012 to 29th September, 2012 (both days inclusive) for the purpose of Annual General Meeting.
3. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).
4. Corporate Members are requested to send to the Company's registered office, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
5. Members/Proxies are requested to bring their attendance slip sent herewith, duly filled in, for attending the meeting.
6. Any member desirous of getting any information on the accounts of the company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

DIRECTORS' REPORT
TO THE MEMBERS OF
NITU TRADING COMPANY LIMITED

The Directors present their 30th Annual Report and the Audited Statement of Accounts, for the year ended 31st March. 2012.

Financial Results & Operations

	<u>2011-12</u>	<u>(Rs. In Lac)</u> <u>2010-11</u>
Profit (Loss) before Depreciation & Taxation	(0.08)	(0.16)
Depreciation	--	--
Profit (Loss) before tax	<u>(0.08)</u>	<u>(0.16)</u>
<u>Provision for taxation</u>		
(a) Current	--	--
(b) Deferred	--	--
Profit (Loss) after tax	<u>(0.08)</u>	<u>(0.16)</u>
Balance Brought forward from Previous Year	<u>(18.63)</u>	<u>(18.47)</u>
Balance carried to Balance Sheet	<u>(18.71)</u>	<u>(18.63)</u>

The performance of the company is expected to improve in the current year.

Dividend

The Directors do not recommend any dividend for the year ended 31st March, 2012

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors' confirm that:

- (i) in the preparation of the annual accounts the applicable accounting standards have been followed and that there are no material departures;
- (ii) they had selected such 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 loss of the Company for that period;
- (iii) they have 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 fraud and other irregularities:
- (iv) they have prepared the annual accounts on a 'going concern' basis.

Corporate Governance

Corporate Governance under clause 49 of the Listing Agreement is not applicable in respect of the Company as the paid up capital of the Company is not exceeding Rs. 3 Crores.

Directors

Mr. Sankar Banik, retires by rotation and being eligible offers himself for re-appointment.

Auditors

M/s. Mandawewala & Co., Chartered Accountants, Kolkata, auditor of the company retires at the conclusion of the 30th A.G.M. and being eligible offers themselves for a appointment. The Company has also received a certificate from them under section 224(1B) of the Companies act 1956. The report of the auditor is self-explanatory and does not require any further elaboration.

Employees

There were no employees, covered under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules. 1975.

Conservation of Energy , Research & Development and Technology Absorption

During the year under review, your Company was not engaged in the manufacturing activities, therefore, the particulars as required under section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding the conservation of energy, research and development and technology absorption are not applicable.

Foreign Exchange Earnings & Outflow

Total earnings in foreign exchange during the year –Rs. Nil
Total outflow of foreign exchange during the year - Rs. Nil

For and on behalf of the Board of Directors

Place : Kolkata

sd/-

Dated : 25.05.2012

Chairman

AUDITORS' REPORT

To the Members of **M/s. NITU TRADING COMPANY LIMITED**

We have audited the attached Balance Sheet of **M/s. NITU TRADING COMPANY LIMITED** as at 31st March 2012 and the statement of Profit & Loss and cash Flow Statement for the year ended 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.

We have 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 misstatement. 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 (as amended) 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 matter specified in paragraphs 4 and 5 of the said order.

We report that:

- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
- (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
- (c) The Company's Balance Sheet and Statement of Profit & Loss dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet and Statement of Profit & Loss dealt with by this report have been prepared in compliance with the accounting standards referred to in Sub-Section(3C) of Section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from Directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2012 from being appointed as an Director of the company in terms of Clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes given above and other notes and schedules annexed thereto, gives in the prescribed manner the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; And
 - (ii) In the case of the Statement of Profit & Loss, of the **Loss** for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For MANDAWEWALA & CO.
Chartered Accountants
Firm Reg. No. 322130E

Place: Kolkata

SD/-

Date: 25.05.2012

(Anil Kr. Mandawewala)
Partner
M. No. 055939

ANNEXURE TO THE AUDITORS'S REPORT

Statement referred to in paragraph 3 of the Auditors' Report of even date to the members of *M/s. NITU TRADING COMPANY LIMITED* on the financial Statements as of and for the year ended 31st March 2012.

In terms of the information and explanation given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) The Company does not own any fixed assets and as such clauses 4(I)(a) to 4(1)(c) of the Companies (Auditors Report) Order'2003 are not applicable.

(ii) The company is a service company, primarily rendering consultancy services. According, it does not hold any inventories. Hence paragraph 4(ii) of the order is not applicable.

(iii) (a) As informed to us, the company has not granted any unsecured loan to a parties listed in the Register maintained under section 301 of Companies Act 1956 so as such clauses 4(iii)(b) to 4(iii)(d) are not applicable.

(e) As informed to us the company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly clauses (iii) (f) and (g) of paragraph 4 of the order are not applicable in the case of the company in the current year.

(iv) In our opinion and according to the information and explanations, given to us there is an adequate internal control procedure commensurate with the size of the Company and nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of inventories. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

(v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered, if any, into the register maintained under section 301 of the Companies Act 1956 have been so entered.

(b) According to the information and explanations given to us, there are no transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements with any party entered in the register maintained under Section 301 of the Companies Act, 1956 for value aggregating to Rs. 500000/- or more during the year under review.

(vi) The company has not accepted any deposits from the public during the year within the meaning of Section 58A and Section 58AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public. No order has been passed by the Company Law Board.

(vii) In our opinion and according to the information and explanations, given to us there is an adequate internal audit system commensurate with the size of the Company and nature of its business.

(viii) This being a financial company, the provision of sections 209(1)(d) regarding maintenance etc. of Cost Accounting records, are not applicable to the company.

(ix) (a) As explained to us, the Provident Fund Scheme and Employees State Insurance Scheme are not applicable to the company.

(b) According to the information given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, customs duty and excise duty and cess were in arrears, as at 31st March 2012 for the period exceeding six months from the date they become payable.

(c) According to the information and explanation given to us, there are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.

- (x) As on 31st March 2012, the accumulated losses of the company are more than 50% of its net worth. The company has incurred cash losses of Rs. 7,682/- in the current financial year and Rs.16,308/- in the last preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to bank with which transactions have been made during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund, nidhi/ mutual benefit fund and therefore the requirements pertaining to such class of companies is not applicable. Therefore the provision of clause 4(xiii) of the Companies (Auditors' Report) Order 2003 are not applicable to the company.
- (xiv) The Company has maintained proper records of transactions and contracts in respect of trading in shares and other securities and timely entries have been made therein. The Investments are held by the Company in its own name except to the extent permitted under Section 49 of the Companies Act 1956.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken any term loans during the year.
- (xvii) According to the information and explanations given to us and on overall examination of the Balance Sheet of the company we report that no funds raised on short term basis have been used for long term investment and vice versa.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the Register maintained under Section 301 of The Companies Act, 1956.
- (xix) The Company has not issued any debentures during the year and therefore the question of creating security in respect thereof does not arise.
- (xx) The Company has not made any public issues during the year and therefore the question of disclosing the end use of money does not arise.
- (xxi) According to the information and explanations given no fraud on or by the company has been noticed or reported during the year.

For MANDAWEWALA & CO.
Chartered Accountants
Firm Reg. No. 322130E

Place: Kolkata

sd/-

Date: 25.05.2012

(Anil Kr. Mandawewala)
Partner
M. No. 055939

NITU TRADING COMPANY LIMITED

Balance Sheet as at 31st March, 2011

	Schedules	As at <u>31/03/2011</u> Rs.	As at <u>31/03/2010</u> Rs.
<u>SOURCE OF FUND</u>			
<u>Share Holders' Fund</u>			
Share Capital	1	2,490,000	2,490,000
		2,490,000	2,490,000
<u>APPLICATION OF FUND</u>			
Investments	2	622,200	622,200
<u>Current Assets, Loans and Advances</u>			
Cash & Bank Balances	3	23,795	24,498
Loans & Advances	4	28,003	28,003
		51,798	52,501
<u>Less : Current Liabilities and Provisions</u>	5	47,775	32,170
Net Current Assets/(Liabilities)		4,023	20,331
Profit & Loss Account		1,863,777	1,847,469
		2,490,000	2,490,000
			-

Significant Accounting Policies and Notes to Accounts

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The Schedules referred to above and notes to accounts form an integral part of Balance Sheet

As per our Report of even date

FOR MANDAWEWALA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 322130E

For and on behalf of the Board of Directors

SD/-
ANIL KUMAR MANDAWEWALA
PARTNER
Membership No. 055939

SD/-
Nilkantha Das
[Director]

SD/-
Amit Kumar Mondal
[Director]

Place : Kolkata

Date : 25.05.2011

NITU TRADING COMPANY LIMITED

Profit & Loss Account for the year ended 31st March, 2011

	Schedules	For the year ended <u>31/03/2011</u> Rs.	For the year ended <u>31/03/2010</u> Rs.
<u>INCOME</u>			
Professional Service Charges (TDS Rs. Nil) (P.Y. Nil)		30,000	-
		30,000	-
<u>EXPENDITURE</u>			
Administrative Expenses	6	46,308	57,371
		46,308	57,371
Profit/(Loss) during the year before tax		(16,308)	(57,371)
Less: Provision for Income-tax		-	-
Profit/(Loss) After Tax		(16,308)	(57,371)
Brought Forward Profit/(Loss)		(1,847,469)	(1,790,098)
Balance Carried to Balance Sheet		(1,863,777)	(1,847,469)
Earnings per share (Refer Note No. 09 to Schedule 07)		(0.07)	(0.23)

Significant Accounting Policies and Notes to Accounts
The Schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account

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As per our Report of even date

FOR MANDAWEWALA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 322130E

For and on behalf of the Board of Directors

SD/-
ANIL KUMAR MANDAWEWALA
PARTNER
Membership No. 055939

SD/-
Nilkantha Das
[Director]

SD/-
Amit Kumar Mondal
[Director]

Place : Kolkata

Date : 25.05.2011

NITU TRADING COMPANY LIMITED

Cash Flow Statement for the year ended March 31, 2011

	2010-11 Rs.	2009-10 Rs.
A. Cash flow from operating activities		
Net profit / (loss) before taxation, and extraordinary items	(16,308)	(57,371)
Adjustments for:		
Dividend/Interest income	-	-
Operating profit before working capital changes	(16,308)	(57,371)
Movements in working capital:		
Decrease / (Increase) loans and advances	-	450,000
Increase / (Decrease) in current liabilities	15,605	10,363
Cash generated from operations	-	-
Cash flow before extraordinary items	(703)	402,992
Net cash used in operating activities	(703)	402,992
B. Cash flows from investing activities		
Purchase of Investments	-	(400,000)
Sale of investments	-	-
Interest / Dividend received	-	-
Net cash used in investing activities	-	(400,000)
C. Cash Flows from financing activities		
Net cash from financing activities	-	-
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(703)	2,992
Cash and cash equivalents at the beginning of the year	24,498	21,506
Cash and cash equivalents at the end of the year	23,795	24,498
Components of cash and cash equivalents at the year end		
Cash and cheques on hand	10,054	10,054
With banks - in current account	13,741	14,444
	23,795	24,498

As per our report of even date

**FOR MANDAWEWALA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 322130E**

For and on behalf of the Board of Directors

SD/-
**ANIL KUMAR MANDAWEWALA
PARTNER
Membership No. 055939**

SD/-
Nilkantha Das
[Director]

SD/-
Amit Kumar Mondal
[Director]

Place : Kolkata

Date : 25.05.2011

NITU TRADING COMPANY LIMITED

Schedules forming part of the Balance Sheet

	As at		As at	As at
	31/03/2011		31/03/2010	31/03/2010
	Rs.		Rs.	Rs.
<u>SCHEDULE 1 : SHARE CAPITAL</u>				
<u>Authorised:</u>				
2,50,000 (P.Y.2,50,000) Equity Shares of Rs		2,500,000	2,500,000	
		2,500,000	2,500,000	
<u>Issued, Subscribed and Paid Up:</u>				
2,49,000 (P.Y.2,49,000) Equity Shares of Rs. 10 each fully paid up		2,490,000	2,490,000	
		2,490,000	2,490,000	
<u>SCHEDULE 2 : INVESTMENTS (Long term)/</u>				
(Other than trade)				
	AS AT	AS AT		
	31/03/11	31/03/10		
<u>Quoted Shares</u>	No. of Shares	No. of Shares		
<u>Equity Shares of Rs. 10 each (Fully paid up)</u>				
Subhsree Patrochem Industrial Investments	8,600	8,600	17,200	17,200
Aarsree Agra Limited	18,500	18,500	92,500	92,500
Indian Capital Corporation Limited	7,500	7,500	112,500	112,500
TOTAL (A)	34,600	34,600	222,200	222,200
<u>Equity Shares Of Rs. 10/- each (Fully paid</u>				
Morning Due Finance Private Limited	2,000	-	400,000	
TOTAL (B)	2,000	-	400,000	-
<u>Preference Shares Of Rs. 100 each (Fully</u>				
Morning Due Finance Private Limited	-	2,000	-	400,000
TOTAL (C)	-	2,000	-	400,000
Total (A+B+C)	36,600	36,600	622,200	622,200
Total Aggregate Market Value or Quoted			222,200	222,200
<u>SCHEDULE 3 : CASH & BANK BALANCES</u>				
Cash in hand			10,054	10,054
<u>With Scheduled Bank in Current A/c.</u>				
Bank of India			13,741	14,444
			23,795	24,498

NITU TRADING COMPANY LIMITED

Schedules forming part of the Balance Sheet

	As at <u>31/03/2011</u> Rs.	As at <u>31/03/2010</u> Rs.
<u>SCHEDULE 4 : LOANS AND ADVANCES</u>		
<u>(Unsecured, Considered Good except as otherwise stated)</u>		
<u>Advances</u> (Recoverable in cash or in kind or for value to be received)		
TDS Refundable (A.Y. 87-88)	6,041	6,041
TDS Refundable (A.Y. 94-95)	2,602	2,602
TDS Refundable (A.Y. 95-96)	746	746
TDS Refundable (A.Y. 02-03)	16,775	16,775
TDS Refundable (A.Y. 09-10)	1,839	1,839
	<u>28,003</u>	<u>28,003</u>
<u>SCHEDULE 5 : CURRENT LIABILITIES AND</u>		
<u>CURRENT LIABILITIES</u>		
(Refer note no 2 to schedule 7)		
Niche Technologies Pvt. Ltd	10,517	2,068
P.P. Mukhopadhyay & Co.	1,103	1,103
B.K. Barik & Associates	600	-
Rajneesh Agarwal & Co. (Exp)	5,335	5,335
Reflect Advertising	3,664	3,664
Audit Fees Payable	2,206	
Outstanding Liabilities	24,350	20,000
	<u>47,775</u>	<u>32,170</u>
<u>PROVISIONS</u>		
Provision for Income Tax	-	-
	<u>47,775</u>	<u>32,170</u>

NITU TRADING COMPANY LIMITED

Schedules forming part of the Profit and Loss

	For the year ended <u>31/03/2011</u> Rs.	For the year ended <u>31/03/2010</u> Rs.
<u>SCHEDULE 6 : ADMINISTRATIVE EXPENSES</u>		
Accounting Charges	-	10,000
Advertisement	18,141	14,745
Audit Fees	2,206	1,103
Bank Charges	65	464
Filing Fees	-	5,610
General Charges	565	30
Listing Fees	11,582	11,582
Printing & Stationery	177	265
Professional Fees	950	950
Rates and Taxes	4,350	4,350
Service Charges	8,272	8,272
	<u>46,308</u>	<u>57,371</u>

Nitu Trading Co Ltd
2B, Grant Lane, 4th Floor, Kolkata – 700012

ATTENDANCE SLIP

Folio No:

No. of Shares held:

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 30th Annual General Meeting at 2B, Grant Lane, 4th Floor, Kolkata – 700012 on the 29th day of September, 2012 at 11.00a.m.

Name of the Shareholder/Proxy:

Signature of the Shareholder/Proxy:-

Nitu Trading Co Ltd
2B, Grant Lane, 4th Floor, Kolkata – 700012

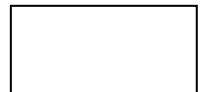
PROXY FORM

Folio No:

No. of Shares held:

I/We ----- of ----- in the district of -----
----- being a member/members of M/s. Nitu Trading Co Ltd, hereby appoint ----- of -
----- in the District of ----- or failing him -----of----- in the District
of----- as my / our Proxy to vote for me/ us on my/our behalf, at the 30th Annual
General Meeting to be held at 2B, Grant Lane, 4th Floor, Kolkata -700012 on Saturday the 29th day of
September 2012 at 11.00 a.m. and at any adjournment thereof.

Signed this ----- day of -----, 2012



SIGNATURE _____

NOTE:

1. *In the case of a Corporation this Proxy shall be either given under the Common Seal or signed on its behalf by an Attorney or Officer of the Corporation.*
2. *Proxies to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the Meeting.*