

RUTRON INTERNATIONAL LIMITED

ANNUAL REPORT 2011-2012

Regd. Office. 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club,, Link Road, Malad (W), Mumbai – 400064

RUTRON INTERNATIONAL LIMITED

BOARD OF DIRECTORS:

Mr. Bipin M. Patel	:	Director
Mr. Pareshkumar K. Shah	:	Director
Mr. Mayur M. Shah	:	Director
Mr. Bharat Buha	:	Director
Mr. Vinay Todi	:	Whole-time Director
Mr. Kailash Todi	:	Whole-time Director

AUDITORS:

Vishvesh A. Shah & Co.
Chartered Accountants
Ahmedabad

Company CIN : L60200MH1980PLC022303

Registrars and Transfer Agents:**Bigshare Services Pvt. Ltd.**

E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),
Mumbai – 400 072.
Phone No. : 022-28470652, Fax No. : 022-28475207
Email id.:info@bigshareonline.com,
Website: www.bigshareonline.com

Bankers:

Indian Bank, Malad (W) Branch, Mumbai – 400 064.

REGISTERED OFFICE:

1020, Ijmima Complex,
Link Road,
Behind Goregaon Sports Club,
Link Road,
Malad (W),
Mumbai - 400064
Email.: rutron1980@gmail.com
Website: www.rutroninternational.com

Compliance Officer:

Mr. Vinay Todi

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NOTICE

NOTICE is hereby given that the Annual General Meeting of **RUTRON INTERNATIONAL LIMITED** will be held on Saturday, 29th September, 2012 at 11.00 a.m. at the Registered office of the Company to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Bipin Mangaldas Patel, Director of the company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT M/s. Vishvesh A. Shah & Co., Chartered Accountants, be and is hereby reappointed 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.”

SPECIAL BUSINESS :

4. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.
“RESOLVED THAT Mr. Bharat Buha who was appointed as additional Director of the company by the Board of Directors with effect from 10th October, 2011 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company”.
5. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.
“RESOLVED THAT Mr. Vinay Todi who was appointed as additional Director of the company by the Board of Directors with effect from 10th October, 2011 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company”.
6. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.
“RESOLVED THAT Mr. Kailash Todi who was appointed as additional Director of the company by the Board of Directors with effect from 13th February, 2012 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company”.
7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT the Salary and other allowances to be paid to Mr. Kailash Todi, Wholetime Director with effect from 13th February, 2012 be as under:
 - 1) Salary ₹ 50,000/- per month.
Other allowances and benefits as per the rules of the Company.”
8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT the Salary and other allowances to be paid to Mr. Vinay Todi, Wholetime Director with effect from 13th February, 2012 be as under:
 - 1) Salary ₹ 30,000/- per month.
Other allowances and benefits as per the rules of the Company.”

BY ORDER OF THE BOARD

**Sd/-
Vinay Todi
Whole-time Director**

**Dated : 13.08.2012
Place : Mumbai**

RUTRON INTERNATIONAL LIMITED

NOTES :

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. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. Members/Proxies attending the Meeting should bring their copy of the Annual Report for reference at the meeting.
4. The Register of Members and share transfer books of the Company will remain closed from 25.09.2012 to 29.09.2012 (both days inclusive)
5. The Members are requested to communicate all their correspondence including share transfer at 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club,, Link Road, Malad (W), Mumbai – 400 064, Maharastra.
6. Members are requested to intimate to the registered office of the Company, changes if any, in their registered address immediately.
7. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

Explanatory Statement pursuant to Section – 173(2) of the Companies Act, 1956.

Item No. 4.

Mr. Bharat Buha who was appointed as additional director of the company by the Board of Directors w.e.f 10th October, 2011. He holds office upto the ensuing Annual General Meeting. The company has received the notice proposing his reappointment. The Board recommends his appointment as Director.

Board recommends the shareholders to pass the resolution as an Ordinary resolution.

Except Mr. Bharat Buha, None of the Directors of the Company are interested or concerned in aforesaid Resolution.

Item No. 5.

Mr. Vinay Todi who was appointed as additional director of the company by the Board of Directors w.e.f 10th October, 2011. He holds office upto the ensuing Annual General Meeting. The company has received the notice proposing his reappointment. The Board recommends his appointment as Director.

Board recommends the shareholders to pass the resolution as an Ordinary resolution.

Except Mr. Vinay Todi and Mr. Kailash Todi, None of the other Directors of the Company are interested or concerned in aforesaid Resolution.

Item No. 6.

Mr. Kaillash Todi who was appointed as additional director of the company by the Board of Directors w.e.f 13th February, 2012. He hold office upto the ensuing Annual General Meeting. The company has received the notice proposing his reappointment. The Board recommends his appointment as Director.

Board recommends the shareholders to pass the resolution as an Ordinary resolution.

Except Mr. Kailash Todi and Mr. Vinay Todi, None of the other Directors of the Company are interested or concerned in aforesaid Resolution.

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Item No. 7

Mr. Kailash Todi was appointed as Whole time Director of the Company for the period of 3 years in the meeting of the Board of Directors held on 13th February, 2012.

The main terms of appointment of Mr. Kailash Todi, as Whole time Director are as under with effect from 13th February, 2012:

Salary ₹ 50,000/- per month.

Other allowances and benefits as per the rules of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Kailash Todi and Mr. Vinay Todi are interested in the resolution.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 8

Mr. Vinay Todi was appointed as Whole time Director of the Company for the period of 3 years in the meeting of the Board of Directors held on 13th February, 2012.

The main terms of appointment of Mr. Vinay Todi, as Whole time Director are as under with effect from 13th February, 2012:

Salary ₹ 30,000/- per month.

Other allowances and benefits as per the rules of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Vinay Todi and Mr. Kailash Todi are interested in the resolution.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

BY ORDER OF THE BOARD

**Sd/-
Vinay Todi**

**Dated : 13.08.2012
Place : Mumbai**

RUTRON INTERNATIONAL LIMITED

INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Bharat Buha
Date of Birth	01/06/1969
Date of appointment	10/10/2011
Qualification	B.Com
Brief Profile	A graduate by qualification and having an experience in business field
Shareholding in the company	NIL

INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Vinay Todi
Date of Birth	17/09/1984
Date of appointment	10/10/2011
Qualification	B.Com
Brief Profile	A graduate by qualification having an experience in logistics business
Shareholding in the Company	NIL

INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Kailash Todi
Date of Birth	17/04/1960
Date of appointment	13/02/2012
Qualification	B.Com
Brief Profile	A graduate by qualification and having an experience in logistic and related business
Shareholding in the Company	NIL

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DIRECTORS REPORT

To,

The Members

Rutron International Limited

Your Directors have pleasure in presenting the Annual Report together with the Audited Balance Sheet and Profit & Loss Account for the year ended on 31st March, 2012.

FINANCIAL RESULTS :

(₹ in Lacs)

Particulars	2011-2012	2010-2011
1. Total Income	303.49	344.95
2. Total Expenditure	272.83	341.39
2. Profit/(Loss) before Depreciation & Taxation	30.68	3.56
3. Depreciation	0.01	0.00
4. Provision for taxation	20.10	13.65
5. Profit (loss) after Tax	10.59	(10.09)
6. Balance carried to Balance sheet	10.59	(10.09)

DIVIDEND :

No dividend has been declared by yours directors during the financial year 2011-12 due to expansion of Business and your directors hope for the better results in the future.

DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association, Mr. Bipin Mangaldas Patel, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Vinay Todi and Mr. Kailash Todi were appointed as whole time directors of the company with effect from 13th February, 2012.

AUDITORS :

The retiring auditors, namely M/s. Vishvesh A. Shah & Co., Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting and are seeking re-appointment. They have confirmed that their appointment if made, at the Annual General Meeting, will be within the limits prescribed under sub section (1B) of Section 224 of the Companies Act, 1956. Members are requested to consider their re-appointment.

AUDITORS REPORTS :

The observations of the Auditors in their Report and Notes Attached to the Accounts are Self-Explanatory and do not require any Further Clarifications.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 217 (2AA) of the Companies Amendment Act, 2000 with respect to Director Responsibility Statement it is hereby confirmed:

1. That in the preparation of the annual accounts for the financial year ended 31st March, 2012 the applicable accounting standard had been followed along with proper explanation relating to material departures.
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 profit of loss of the Company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the accounts for the financial year ended 31st March, 2012 on a going concern basis.

RUTRON INTERNATIONAL LIMITED

CORPORATE GOVERNANCE :

The Board had implemented Corporate Governance Code in pursuance of clause 49 of Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from Statutory Auditors of the Company on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report.

LISTING :

The Company's Shares are listed on Bombay Stock Exchange Limited. The Company has paid Listing fees till F.Y. 2012-13 to the Bombay Stock Exchange Limited.

MANAGEMENT DISCUSSION AND ANALYSIS :

The Management Discussion and Analysis Report is attached herewith and forms part of the Director Report.

PARTICULARS OF THE EMPLOYEES :

The Company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 apply and henceforth not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO :

Conservation of energy and technology absorption information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable. There is no Foreign Exchange Earnings and Outgoes during the year.

INCREASE OF AUTHORISED AND PAID UP CAPITAL :

Your company has already intimated to you regarding the increase of Authorised Capital from 10 crores to 20 crores through General Meeting held on 18th January, 2012. Your company has received all the necessary approvals in this regard. Further after the preferential allotments your company paid up capital has increased to 17,61,00,000/-.

PREFERENTIAL ISSUE :

Your company has already intimated to you regarding the Preferential issue upto 99,50,000 equity shares through the General meeting held on 22nd October, 2011 and further issue of upto 1,00,00,000 equity shares through the General meeting held on 18th January, 2012 and accordingly your company has received the in principle approvals for the above issues and thereafter made an allotment of 98,50,000 equity shares on 5th December, 2011 and 77,10,000 equity shares on 1st March, 2012 respectively.

POSTAL BALLOT :

Your Company has already intimated to you regarding the alteration of other object clause for insertion of Logistics business through Postal ballot held on 4th February, 2012 accordingly your company received the necessary approvals in this regard.

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY :

Your Company's Registered office has been shifted from A-9, Giriraj Industrial Estate, Opp. Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai, PIN – 400093 to 816, Ijmima Complex, Link Road, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400064 on 05th December, 2011 for the operational purpose. Further it has been re-shifted from 816, Ijmima Complex, Link Road, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai to 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai with effect from 13th February, 2012

CONNECTIVITY WITH THE DEPOSITORIES :

Your Company has got the approval from CDSL for the ISIN activation on 25/01/2012 and approval from NSDL on 21/02/2012 and accordingly your company has entered the Tripartite Agreement for Dematerialization of shares.

ACKNOWLEDGMENT :

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

PLACE : Mumbai

DATE :13.08.2012

FOR AND ON BEHALF OF THE

BOARD OF DIRECTORS

Sd/-

Vinay Todi

Whole time Director

Sd/-

Kailash Todi

Whole time Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The company is engaged in Financial Service Activity, Consultancy and Logistic Business.

B) PERFORMANCE:

During the fiscal 2012, the Income from Operations of the Company stood at ₹ 303.49 Lacs as compared to previous fiscal of ₹ 344.95 Lacs.

However this fiscal, Company profits have increased to ₹ 10.59 Lacs in fiscal 2012 as compared to the loss of ₹ (10.09) Lacs in fiscal 2011.

C) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

An appropriate and adequate system of internal controls exist in your company to ensure that all assets are safeguarded and protected against loss or from misuse or disposition, and that the transactions are authorized, recorded and reported suitably. Internal control systems are ensuring effectiveness of operations, accuracy and promptness of financial reporting and observance with laws & regulations.

The internal control is supplemented on an ongoing basis, by an extensive program of internal audit being implemented through out the year, by the in house internal audit and also by independent Chartered Accountants firm of "Internal Auditors". The internal audit reports along with management comments thereon are review by the Audit Committee of the Board comprising of independent and non-executive Directors, on a regular basis. Implementations of the suggestions are also monitored by the Audit Committee. The internal control is designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

D) HUMAN RESOURCES POLICIES:

At present the Directors of the company were taking care of the operations mainly. However, the Company has plans to appoint staff now to improve the business.

E) CAUTIONARY STATEMENT:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

RUTRON INTERNATIONAL LIMITED

REPORT ON CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY:

The Corporate Governance code as introduced by Securities and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement and subsequently amended from time to time.

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

2) BOARD OF DIRECTORS:

a) Composition and category of Directors as on 31.03.2012:

The Board of Directors of the Company comprises of a fair number of Independent professionally competent and acclaimed Non Executive Directors. The Board of Directors of the Company consists of Six Members.

Mr. Bharatkumar Nathabhai Buha	-	Non-Executive & Independent Director
Mr. Bipin Magaldas Patel	-	Non-Executive & Independent Director
Mr. Pareshkumar Kantilal Shah	-	Non-Executive & Independent Director
Mr. Mayur Manubhai Shah	-	Non-Executive & Independent Director
Mr. Vinay Todi	-	Executive & Non-Independent Director
Mr. Kailash Todi	-	Executive & Non-Independent Director

None of the Directors have pecuniary or Business relationship with the Company except as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

During the year there were total Eleven Board Meetings were held on the following dates 14/05/2011, 30/07/2011, 28/09/11, 10/10/11, 11/11/11, 05/12/11, 20/12/11, 21/12/11, 13/02/12, 01/03/12 and 15/03/12. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sl. No.	Name of Director	Category	No of Meetings Attended	Attendance at Last AGM	No. of Directorships	No. of Committee membership In Companies
1.	Mr. Bharatkumar Nathabhai Buha	Director	7	No	1	2
2.	Mr Bipin Magaldas Patel	Director	6	Yes	1	2
3.	Mr Pareshkumar Kantilal Shah	Director	6	Yes	2	1
4.	Mr. Mayur Manubhai Shah	Director	6	Yes	3	2
5.	Mr. Vinay Todi	Whole Time Director	7	No	1	2
6.	Mr. Kailash Todi	Whole Time Director	2	No	1	Nil

3) AUDIT COMMITTEE

The company has constituted the Audit Committee on 13/02/2012 with the following Members:-

1. Bharatkumar Nathabhai Buha
2. Bipin Mangaldas Patel
3. Vinay Todi

4) REMUNERATION COMMITTEE

The company has constituted the Remuneration Committee on 13/02/2012 with the following Members:-

1. Bipin Mangaldas Patel
2. Mayur Manubhai Shah
3. Pareshkumar Kantilal Shah

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5) SHAREHOLDERS GRIEVANCES / INVESTOR'S SERVICE COMMITTEE

The company has constituted the Shareholders Grievance Committee on 13/02/2012 with the following Members:-

1. Bharatkumar Nathabhai Buha
2. Mayur Manubhai Shah
3. Vinay Todi

6) GENERAL BODY MEETINGS :

A. Particulars of General meetings held during last three years

Year	Location	Date	Time
2008-2009	211, NEW INDUSTRIAL ESTATE, OFF MAHAKALI CAVES ROAD, MUMBAI - 400093	30/09/2009	11:00 A.M.
2009-2010	211, NEW INDUSTRIAL ESTATE, OFF MAHAKALI CAVES ROAD, MUMBAI - 400093	30/08/2010	11:00 A.M.
2010-2011	A-9, GIRIRAJ INDUSTRIAL ESTATE, OPP. AHURA CENTRE, MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI-400 093.	30/09/2011	4:00 P.M.

B. Extraordinary General meetings held during the year:

Date	Location	Time
22/10/2011	A-9, GIRIRAJ INDUSTRIAL ESTATE, OPP. AHURA CENTRE, MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI-400 093.	4:00 P.M.
18/01/2012	816, IJMIMA COMPLEX, RAHEJA METROPLEX, BEHIND GOREGAON SPORTS CLUB, LINK ROAD, MALAD (WEST), MUMBAI – 400 064.	4:00 P.M.

C. Postal Ballot :

The company altered its Other Objects through Postal Ballot held on 4th February, 2012.

04/02/2012	816, IJMIMA COMPLEX, RAHEJA METROPLEX, BEHIND GOREGAON SPORTS CLUB, LINK ROAD, MALAD (WEST), MUMBAI – 400 064.	1:00 P.M.
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7) DISCLOSURES:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no fresh instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI, except delay in filing of return with the BSE, revocation of suspension of trading. Now your Company had filed all the pending return with BSE and had received the Trading permission.

8) MEANS OF COMMUNICATION:

a. Quarterly un-audited and Audited Financial Results were publishes during the Financial year as follows:

Financial Result	Un-audited / Audited*	Newspaper
First Quarter	Un-audited	Business Standard & Apla Mahanagar
Second Quarter	Un-audited	Business Standard & Apla Mahanagar
Third Quarter	Un-audited	Business Standard & Apla Mahanagar
Fourth Quarter / Full year	Audited	Business Standard & Apla Mahanagar

* The Board of Directors of the Company approved and took on record the Un-Audited / Audited financial results within 45 days of quarter / half year and communicated the result to the Stock Exchange where the shares of the Company is listed and published in news papers as indicated above and also put on Company's website www.rutroninternational.com

Note: Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter /financial year ending within 60 days of close of financial year.

b. MANAGEMENT DISCUSSION AND ANALYSIS

The Directors Report includes management Discussions and analysis.

RUTRON INTERNATIONAL LIMITED

c. GENERAL SHAREHOLDERS INFORMATION:

The Annual General Meeting is scheduled to be held on Saturday the 29th September, 2012 at 11.00 a.m. at its registered office, 1020, Ijmima complex, Raheja metroplex, Behind Goregaon Sports Club, Link Road, Malad (west), Mumbai-400 064..

The Financial year of the company is from April to March.

Tentative calendar for the year 2012-13 is as per following:-

Results for the quarter ending on 30th June 2012: Second week of August 2012.

Results for the quarter ending on 30th Sept. 2012: Second Week of Nov. 2012.

Results for the quarter ending on 31st Dec. 2012: Second Week of Feb. 2013.

Results for the quarter ending on 31st March 2013: Last Week of May 2013.

Book Closure dates are from 25th September 2012 to 29th September 2012 (both days inclusive).

The Board of Directors has not proposed any dividend for the current financial year.

The company's shares are listed at the Bombay Stock Exchange, Mumbai and the Annual listing fees as prescribed by the Bombay Stock Exchange where shares of the Company are listed has paid upto 31st March 2013.

Stock Code

Trading Symbol at : Bombay Stock Exchange Limited (Physical Segment)
504335 RUTRINT

Demat ISIN Number in : Equity Shares

NSDL & CDSL : INE040N01011

Share Transfer System : Share transfer in physical form are presently registered and returned within a period of 30 days from the date of lodgment, in case the documents are complete in all respects. The Share Transfer Committee meets once a month if there are transfers to be approved.

Stock Market data from April 2011 to March 2012:

Since, the shares of the Company are infrequently traded at the Stock Exchange. However from 01/04/2011 to 31/03/2012 only one trade had taken place i.e. on 05/08/2011 at ₹ 5.15.

DISTRIBUTION OF SHAREHOLDINGS AS ON 31st March 2012

Shares or Debentures Holding of nominal value of	Shares / debenture Holders		Share / Debenture amount	
	Number	% total	(In Rs.)	% of total
Rs.				
Upto 5000	16	13.68	16000	0.01
5001 - 10000	-	-	-	-
10001 - 20000	2	1.71	38600	0.02
30001 - 40000	-	-	-	-
50001 - 100000	4	3.41	293000	0.16
100001 and above	95	81.20	175752400	99.81
Total	117	100.00	176100000	100.00

Registrar and Transfer Agent.

The name and address of Company's Transfer Agent is as follows:

Bigshare Services Pvt. Ltd.

E-2/3, Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (East), Mumbai – 400 072.

Phone No. : 022-28470652, Fax No. : 022-28475207

Email id.:info@bigshareonline.com, Website: www.bigshareonline.com

GDRs / ADRs/Warrant etc.:

The Company did not issue any GDRs / ADRs/Warrants or any convertible instruments.

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members,
RUTRON INTERNATIONAL LTD.

We have examined the compliance of conditions of Corporate Governance by Rutron International Limited, for the year ended on 31st March, 2012, as stipulated in Clause 49 of listing agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the company as per the records maintained by the Share transfer-cum-investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vishves A Shah & Co.,
Chartered Accountants,
Firm Regn No.121356W**

**Sd/-
Vishves A Shah
Proprietor.
M. No. 109944**

**Place : Mumbai
Date : 29-05-2012**

RUTRON INTERNATIONAL LIMITED

CEO/CFO CERTIFICATION

To
The Board of Directors
RUTRON INTERNATIONAL LTD.
Mumbai

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year ended 31st March 2012 and to the best of our knowledge and belief that:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- iii. No transactions entered into by the Company during the above said period which are fraudulent, illegal or violate of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors that:

- iv. There is no significant changes in internal control over financial reporting during the year;
- v. There is no significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- vi. There is no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Rutron International Limited**

Sd/-
Director

Place : Mumbai
Date : 29.05.2012

AUDITOR'S REPORT

To,
The Members of
M/s. Rutron International Ltd.

1. We have audited the attached Balance Sheet of **M/s. Rutron International Ltd.** as at 31st March, 2012 and also the Profit and Loss Account and Cash Flow of the Company 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.
2. 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.
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 (hereinafter referred to as the Act), 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 :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as it appears from our examination of the books.
 - c) The balance sheet and the profit and loss account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance sheet and 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.
 - 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 director is disqualified as on March, 31, 2012, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with significant Accounting Policies and Notes to accounts in Note -1 and those appearing elsewhere in the accounts give the information required by the Act, 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 profit and loss account, of the loss of the Company for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Vishves A Shah & Co.,
Chartered Accountants,
Firm Regn No.121356W

Sd/-
Vishves A Shah
Proprietor.
M. No. 109944

Place : Mumbai
Date : 29-05-2012

RUTRON INTERNATIONAL LIMITED

Annexure To Auditor's Report For the Year Ended as on 31st March, 2012.

(Referred to in Paragraph (3) of our Report of even date)

1. (a) The company has maintained proper fixed records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets of the company have been physically verified by the Management during the year in accordance with the regular program, which in our opinion is reasonable having regard to the size of the company and the nature of fixed assets. No material discrepancies were noticed on such physical verification.
(c) No substantial part of the fixed assets has been disposed off during the year, which has bearing on the going concern assumptions.
2. Since the company is engaged in commission trading and distribution services this clause is not applicable in this case.
3. (a) The company has not granted interest free unsecured loan to any company or parties, covered in the register maintained under section 301 of the companies act, 1956.
(b) The company has not taken any unsecured loans from companies, firms or other parties covered in the register maintained u/s 301 of the companies act, 1956.
4. (a) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of fixed assets and with regard to the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. In respect of particulars of contracts or arrangements and transactions entered in the register maintained in pursuance of section 301 Companies Act, 1956.
(a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that there were no transaction that need to be entered into the register maintained under 301 of the Companies Act, 195. Hence clause (b) is not applicable
6. As informed by the management during the year, the Company has not accepted any deposits from the public within the purview of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
7. In our opinion, The Company has an adequate internal audit system commensurate with its size and nature of its business.
8. According to the information and explanations given to us, the company has not been prescribed to maintain cost records under section 209(1)(d) of the Companies Act, 1956.
9. (a) According to the information and explanation given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, wealth tax, service tax, and other statutory dues, applicable to it. No undisputed amounts payable were in arrears, as 31st March, 2012 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us and the records of the company examined by us there are no disputed amounts in respect of various statutes which have not been deposited.
10. The company does not have accumulated losses as at the end of financial year. The company has not incurred cash losses in the current financial year covered by the audit.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to its bankers or financial institution.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
14. In our opinion, the company has maintained proper records of the transactions and contracts of its trading or dealing in shares, securities and other investments and timely entries have been made therein. All the shares, securities and other investments have been held by the company in its own name.

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15. According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions.
16. The company has not obtained any term loan during the year. Accordingly clause 4(xvi) is not applicable to the company.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
18. According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The company did not have any outstanding debentures during the year.
20. The company has not raised any money by public issue during the year covered by our report.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course or our audit.

**For Vishves A Shah & Co.,
Chartered Accountants,
Firm Regn No.121356W**

**Sd/-
Vishves A Shah
Proprietor.
M. No. 109944**

**Place : Mumbai
Date : 29-05-2012**

RUTRON INTERNATIONAL LIMITED

BALANCE SHEET AS AT MARCH 31, 2012

(Amount in INR)

Particulars	Note No.	As at March 31, 2012	As at March 31, 2011
I Equity & Liabilities			
1. Shareholders' funds			
(a) Share Capital	2	176,100,000	500,000
(b) Reserves and Surplus	3	(226,421)	(1,285,044)
(c) Money received against share warrants		-	-
		<u>175,873,579</u>	<u>(785,044)</u>
2. Share application money pending allotment			
		-	-
3. Non - Current Liabilities			
(a) Long -Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		3,843	-
(c) Other Long - Term Liabilities		-	-
(d) Long - Term Provisions		-	-
		<u>3,843</u>	<u>-</u>
4. Current Liabilities			
(a) Short - Term Borrowings	4	10,543,439	-
(b) Trade Payables	5	938,389	120,065
(c) Other Current Liabilities	6	199,000	-
(d) Short - Term Provisions	7	954,000	1,369,979
		<u>12,634,828</u>	<u>1,490,044</u>
TOTAL		<u><u>188,512,250</u></u>	<u><u>705,000</u></u>
II Assets			
1. Non - Current Assets			
(a) Fixed Assets	8		
(i) Tangible Assets		96,255	-
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(b) Non - Current Investments		-	-
(c) Long - Term Loans and Advances		-	-
(d) Other Non - Current Assets		-	-
		<u>96,255</u>	<u>-</u>
2. Current Assets			
(a) Inventories		-	-
(b) Trade Receivables	9	15,332,846	351,000
(c) Cash and Cash equivalents	10	21,265,408	10,000
(d) Short - Term Loans and Advances	11	151,817,741	-
(e) Other Current Assets		-	344,000
		<u>188,415,995</u>	<u>705,000</u>
TOTAL		<u><u>188,512,250</u></u>	<u><u>705,000</u></u>
Significant Accounting Policies	1		

As per our report of even date

For Vishves A Shah & Co.

Chartered Accountants

FRN : 121356W

Sd/-

Vishves A Shah

Proprietor

M. No. 109944

Place : Mumbai

Date : 29/5/2012

For & on behalf of the Board

Rutron International Limited

Sd/-

Kailash Todi

Whole-time Director

Sd/-

Vinay Todi

Whole-time Director

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

(Amount in INR)

Particulars	Note No.	For the year ended March 31, 2012	For the year ended March 31, 2011
I Revenue from Operations	12	29,874,759	34,495,000
II Other Income	13	474,743	-
III Total Revenue (I + II)		30,349,502	34,495,000
IV Expenses			
Purchases	14	24,054,993	33,755,000
Employee Benefits Expenses	15	620,825	220,000
Finance Costs	16	41,453	-
Depreciation and Amortization Expense	17	1,050	-
Other Expenses	18	2,563,245	164,000
Total Expense		27,281,566	34,139,000
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		3,067,936	356,000
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		3,067,936	356,000
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		3,067,936	356,000
X Tax Expense:			
(a) Current Tax		944,000	118,477
(b) Deferred Tax		3,843	-
(c) Tax of Earlier Year		1,061,470	1,246,502
(d) MAT Credit Entitlement		-	-
		2,009,313	1,364,979
XI Profit for the Period from Continuing Operations (IX - X)		1,058,623	(1,008,979)
XII Profit/(Loss) for the Period from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV Profit for the Period (XI + XIV)		1,058,623	(1,008,979)
XVI "Earnings Per Equity Share (Face Value ₹ 10/- Per Share):"	19		
Basic (₹)		0.33	(20.18)
Significant Accounting Policies	1		

As per our report of even date

For Vishves A Shah & Co.

Chartered Accountants

FRN : 121356W

Sd/-

Vishves A Shah

Proprietor

M. No. 109944

Place : Mumbai

Date : 29/5/2012

For & on behalf of the Board
Rutron International Limited

Sd/-

Kailash Todi

Whole-time Director

Sd/-

Vinay Todi

Whole-time Director

RUTRON INTERNATIONAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	Year ended 31st March, 2012 ₹	Year ended 31st March, 2011 ₹
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax for the year	3,067,936	356,000
Adjustments for :		
Misc. Expenses w/off	-	
Depreciation	1,050	
Interest Received	(474,743)	
Interest Paid	41,453	-
	(432,240)	
Operating Profit before Working Capital change	2,635,696	356,000
Adjustments for :		
Decrease/(Increase) in Receivables	(14,981,846)	(351,000)
Decrease/(Increase) in Loans & Advances	(150,841,326)	-
Decrease/(Increase) in Other Current Assets	344,000	-
Increase/(Decrease) in Payables	818,324	-
Increase/(Decrease) in Current Liabilities	10,742,439	5,000
Increase/(Decrease) in Provisions	5,000	-
	(153,913,409)	(346,000)
Cash Generated From Operations	(151,277,713)	10,000
Income Tax paid	3,402,864	-
NET CASH FROM OPERATING ACTIVITIES Total (A)	(154,680,577)	10,000
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(97,305)	-
Rent Received	-	-
Interest Received	-	-
NET CASH USED IN INVESTING ACTIVITIES Total (B)	(97,305)	-
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Capital	175,600,000	-
Share Application Money	-	-
Share Premium	-	-
Interest paid	(41,453)	-
Interest received	474,743	-
NET CASH FROM FINANCING ACTIVITIES Total (C)	176,033,290	-
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	21,255,408	10,000
Cash and Cash Equivalents -- Opening Balance	10,000	-
Cash and Cash Equivalents -- Closing Balance	21,265,408	10,000
	-	-

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date

For Vishves A Shah & Co.

Chartered Accountants

FRN : 121356W

Sd/-

Vishves A Shah

Proprietor

M. No. 109944

Place : Mumbai

Date : 29/5/2012

For & on behalf of the Board

Rutron International Limited

Sd/-

Kailash Todi

Whole-time Director

Sd/-

Vinay Todi

Whole-time Director

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NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012:

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation:

The financial statements have been prepared under the historical cost convention and materially comply with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and the provisions of the Companies Act, 1956. All income and expenditure having material bearing on the financial statements have been recognized on the accrual basis.

2. Use of Estimates:

The preparation of financial statement are in conformity with generally accepted accounting principals which requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent liabilities at on the date of financial statements and the results of operation during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3. Accounting of Income/Expenditure:

All income and expenditure items having a material bearing on the financial statements are recognised on accrual basis except in the case of dividend incomes, debenture interest and interest receivable from/payable to government on tax refunds/late payment of taxes, duties/levies which are accounted for on cash basis.

4. Fixed Assets/Depreciation:

- i. Fixed assets are shown at historical cost inclusive of incidental expenses less accumulated depreciation.
- ii. Depreciation on fixed assets is provided on Straight Line Method at the rates prescribed under Schedule XIV of the companies Act, 1956.
- iii. Depreciation on fixed Assets or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

5. Taxation:

Provision for income tax has been made in accordance with normal provisions of Income Tax, 1961. The deferred tax for timing differenced between the book and tax profits for the year is accounted for, using tax rates and laws that have been substantively enacted as of the balance sheet date.

6. Impairment of assets

The carrying amounts of assets are viewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

7. Earning per Share

Basic earning per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average, No of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders by the weighted average, No of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

B. NOTES ON ACCOUNTS:

1. Contingent liability not provided for is ₹ Nil (Previous Year amounting ₹ Nil)

2. Auditors' Remuneration :

Particulars	2011-2012 ₹	2010-2011 ₹
Auditors' Remuneration	10,000	5,000

3. Foreign Currency Transactions:

Earning / Expenditure in foreign currency ₹ Nil (P.Y. ₹ Nil)

RUTRON INTERNATIONAL LIMITED

4. Earning Per Share:

Particulars	2011-2012 ₹	2010-2011 ₹
Basic & Diluted	0.33	(20.18)

5. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.
6. There are no dues to Micro and Small Enterprises as at 31st March, 2012. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
7. During the current financial year i.e. FY 2011-12, Company has issued 98,50,000 Equity Shares & 77,10,000 Equity Shares on 5th Dec., 2011 and 01st March, 2012 respectively of face value ₹ 10/- at par by way of Preferential Issue making total subscribed, issued and paid up equity share capital to ₹ 17,61,00,000/- divided into 1,76,10,000 equity shares of ₹ 10/- each.
8. In accordance with Accounting standard AS -22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has recognized a net deferred tax liability of ₹ 3,843/- as on 31ST March, 2012. (Previous Year Nil/-).

A	LIABILITY	Current Year	Previous Year
	WDV as per Companies Act : ₹ 96,255	12,436	Nil
	WDV as per Income Tax Act: ₹ 83,819		
B	ASSETS	Nil	Nil

9. The Previous year's figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements.

As per our report of even date

For Vishves A Shah & Co.

Chartered Accountants

FRN : 121356W

Sd/-

Vishves A Shah

Proprietor

M. No. 109944

Place : Mumbai

Date : 29/5/2012

For & on behalf of the Board

Rutron International Limited

Sd/-

Kailash Todi

Whole-time Director

Sd/-

Vinay Todi

Whole-time Director

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Notes to financial statements for the year ended March 31, 2012

Note 2 - Share Capital

(a) Particulars	(Amount in INR)			
	As at March 31, 2012	As at March 31, 2011		
Authorised :				
2,00,00,000 Equity Shares (Previous Year 1,00,00,000) of ₹ 10/- each	200,000,000	100,000,000		
TOTAL	<u>200,000,000</u>	<u>100,000,000</u>		
Issued, Subscribed and Paid-up :				
1,76,10,000 Equity Shares (Previous Year 50,000) of ₹ 10/- each	176,100,000	500,000		
TOTAL	<u>176,100,000</u>	<u>500,000</u>		
(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.				
i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2012, the Company has not declared any dividend.				
ii) On receipt of shareholders' approval in EGM on 18th January, 2012, the Company has increased its authorised share capital from ₹ 10,00,00,000/- (Rupees Ten Crores) to Rs. 20,00,00,000/- (Rupees Twenty Crores) & has altered its Memorandum & Articles of Association accordingly.				
iii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.				
(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period				
No. of shares at the beginning of the year	50,000	50,000		
Add: Issue of Shares during the year				
Subscriber to the Memorandum	-	-		
Private Placement	17,560,000	-		
	<u>17,560,000</u>	-		
No. of shares at the end of the year	<u>17,610,000</u>	<u>50,000</u>		
(d) Aggregate details for five immediately previous reporting periods for each class of shares				
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-		
- No. of shares allotted as fully paid by way of Bonus Shares	-	-		
- No. of shares bought back	-	-		
(e) Details of shareholders holding more than 5% shares in the company				
No. of Shares held by	As at March 31, 2012		As at March 31, 2011	
	Nos.	%	Nos.	%
Amit Patel HUF	1,100,000	6.25%	-	0.00%
Hasmukh Patel HUF	1,100,000	6.25%	-	0.00%
Jang Bahadur Sing Bakshi HUF	NA	NA	25,240	50.48%
Jasbir Kaur Bakshi	NA	NA	5,710	11.42%
JIT Family Trust	NA	NA	13,590	27.18%
(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.				
The company does not have any such contract / commitment as on reporting date.				
(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.				
The company does not have any securities convertible into shares as on reporting date.				

RUTRON INTERNATIONAL LIMITED

Notes to financial statements for the year ended March 31, 2012

Note 3 - Reserves & Surplus

Particulars	As at March 31, 2012	As at March 31, 2011
(Amount in INR)		
(i) Capital Reserve		
As per last Balance Sheet	5,000	5,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
	5,000	5,000
(ii) General Reserve		
As per last Balance Sheet	101,000	101,000
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
	101,000	101,000
(iv) Surplus in the Profit & Loss Account		
As per last Balance Sheet	(1,391,044)	(382,065)
Add: Profit / (Loss) for the year	1,058,623	(1,008,979)
Amount available for appropriations	(332,421)	(1,391,044)
Appropriations:		
Add: Transferred from reserves	-	-
Less: Transferred to General reserve	-	-
Proposed dividend	-	-
Corporate Dividend Tax	-	-
	(332,421)	(1,391,044)
TOTAL	(226,421)	(1,285,044)

Note 4 - Short Term Borrowings

(a) Loans repayable on demand

From banks

Secured

10,243,439

Unsecured

-

10,243,439

(b) Loans and advances from related parties

Secured

-

Unsecured

300,000

300,000

10,543,439

-

Note 5 - Trade Payables

Current payables (including acceptances) outstanding for less than 12 months

938,389

120,065

938,389

120,065

Note 6 - Other Current Liabilities

Salaries Payable

180,000

-

TDS Payable

19,000

TOTAL

199,000

-

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Notes to financial statements for the year ended March 31, 2012

Note 7 - Short-Term Provisions

Particulars	(Amount in INR)	
	As at March 31, 2012	As at March 31, 2011
Provision for Audit fees	10,000	5,000
Provision for Taxation (net of taxes paid)	944,000	1,364,979
Provision for Proposed Dividend	-	-
Provision for Tax on Proposed Dividend	-	-
TOTAL	<u>954,000</u>	<u>1,369,979</u>

Note 9 - Trade Receivables

(a) Particulars	(Amount in INR)	
	As at March 31, 2012	As at March 31, 2011
(i) Due for a period exceeding six months		
- Unsecured, considered good	-	-
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
(ii) Others		
- Unsecured, considered good	15,332,846	351,000
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>15,332,846</u>	<u>351,000</u>
TOTAL	<u>15,332,846</u>	<u>351,000</u>
(b) Detailed note on debts due by the following persons :		
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/ director	-	-
TOTAL	<u>-</u>	<u>-</u>

Note 10 - Cash & Cash equivalents

Cash & Cash Equivalents		
(i) Balances with Banks :		
- Current Accounts	7,000,000	-
- Deposit Accounts	13,500,000	-
(ii) Cash-in-hand	765,408	10,000
(iii) Cheques & Drafts in-hand	-	-
	<u>21,265,408</u>	<u>10,000</u>
TOTAL	<u>21,265,408</u>	<u>10,000</u>

Notes to financial statements for the year ended March 31, 2012

Note 8 Fixed assets

A.	Tangible assets	Gross block			Accumulated depreciation and impairment			Net block		
		"Balance as at 1 April, 2011" (₹)	Additions (₹)	Disposals (₹)	"Balance as at 31 March, 2012" (₹)	"Balance as at 1 April, 2011" (₹)	Depreciation / amortisation expense for the year (₹)	Other adjustments (₹)	"Balance as at 31 March, 2012" (₹)	"Balance as at 31 March, 2011" (₹)
	(a) Plant and Equipment Owned	-	54,450.00	-	54,450.00	-	836.00	-	53,614.00	-
	(b) Furniture and Fixtures Owned	-	31,075.00	-	31,075.00	-	148.00	-	30,927.00	-
	(c) Office equipment Owned	-	11,780.00	-	11,780.00	-	66.00	-	11,714.00	-
	Total	-	97,305.00	-	97,305.00	-	1,050.00	-	96,255.00	-
	Previous year	-	-	-	-	-	-	-	-	-

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Notes to financial statements for the year ended March 31, 2012

Note 11 - Short Term Loans & Advances

	(Amount in INR)	
(a) Particulars	As at March 31, 2012	As at March 31, 2011
(i) Security deposits		
Secured, considered good	-	
Unsecured, considered good	400,000	
Doubtful	-	
	<u>400,000</u>	<u>-</u>
(ii) Inter-corporate deposits		
Secured, considered good	-	
Unsecured, considered good	94,800,000	
Doubtful	-	
	<u>94,800,000</u>	<u>-</u>
(iii) Share Application Money Given	38,040,000	
(iv) Advance income tax and TDS	976,415	
- Unsecured, considered good		
(v) Others		
Secured, considered good	-	
Unsecured, considered good	17,601,326	344,000
Doubtful	-	
	<u>17,601,326</u>	<u>344,000</u>
TOTAL	<u>151,817,741</u>	<u>344,000</u>

Note 12 - Revenue from Operations

	(Amount in INR)	
Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Sales	24,975,333	34,495,000
Commission Income	4,899,426	-
	<u>29,874,759</u>	<u>34,495,000</u>
TOTAL	<u>29,874,759</u>	<u>34,495,000</u>

Note 13 - Other Income

Interest on FDR	112,585	-
Interest Recd	362,158	-
	<u>474,743</u>	<u>-</u>
TOTAL	<u>474,743</u>	<u>-</u>

Note 14 - Purchases

Purchases	24,054,993	33,755,000
TOTAL	<u>24,054,993</u>	<u>33,755,000</u>

Note 15 - Employment Benefit Expenses

Salary	609,000	220,000
Staff Welfare Expenses	11,825	-
TOTAL	<u>620,825</u>	<u>220,000</u>

RUTRON INTERNATIONAL LIMITED

Notes to financial statements for the year ended March 31, 2012

Note 16 - Financial Costs

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Bank Interest	41,453	-
TOTAL	<u><u>41,453</u></u>	<u><u>-</u></u>

(Amount in INR)

Note 17 - Depreciation & Amortised Cost

Depreciation	1,050	-
TOTAL	<u><u>1,050</u></u>	<u><u>-</u></u>

Note 18 - Other Expenses

Advertisement Expenses	20,578	-
Annual Listing Fees	19,650	-
Bank Charges	29,397	-
Business Promotion Expenses	14,660	-
CDSL Processing Fees	51,950	-
Commission & Brokerage	241,000	-
Computer Expenses	15,975	-
Conveyance Expenses	39,372	25,312
Electricity Expenses	20,050	-
General Expenses	36,525	-
Legal & Professional Fees	14,681	-
ROC Filing Fees	733,160	5,000
Listing Fees	257,875	-
Miscellaneous Expenses	623,612	117,275
Motor Car Expenses	47,123	-
NSDL Processing Fees	1,103	-
Office Rent	84,000	-
Postage & Courier	11,015	-
Printing & Stationery	63,467	11,413
Professional Fees	96,329	-
Payments to Auditors :		
- Audit fees	10,000	5,000
- Tax Audit fees	-	-
- For Other Services	-	-
- For Reimbursement of Expenses	-	5,000
Repairs & Maintainance	50,689	-
Telephone Expenses	17,953	-
Travelling Expenses	63,081	-
TOTAL	<u><u>2,563,245</u></u>	<u><u>164,000</u></u>

Annual Report 2011-2012

Notes to financial statements for the year ended March 31, 2012

Note 19 - Earnings Per Equity Share

Particulars	(Amount in INR)	
	For the year ended March 31, 2012	For the year ended March 31, 2011
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	1,058,623	(1,008,979)
Add/Less: Adjustment relating to potential equity shares		-
Net profit after tax attributable to equity shareholders for	1,058,623	(1,008,979)
Diluted EPS		
(b) Weighted average no. of equity shares outstanding during		
the year		
For Basic EPS	3,225,683	50,000
(c) Face Value per Equity Share (Rs.)	10.00	10.00
Basic EPS	0.33	(20.18)

Note 20 - Amounts due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company does not have any transactions with such entities.

Note 21-Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re- classified wherever necessary.

RUTRON INTERNATIONAL LIMITED

Registered office : 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400064, Maharashtra

Attendance Slip

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending

Full Name of the first Joint-holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting of the Company held on Saturday, the 29th September, 2012 at 11.00 A.M. at 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club,, Link Road, Malad (W), Mumbai – 400064, PIN – 400093.

Ledger Folio No.....

No. of Share held.....

.....

Member's/Proxy's Signature

(To be signed at the time of handling over the slip)

RUTRON INTERNATIONAL LIMITED

Registered office : 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club, Link Road, Malad (W), Mumbai – 400064, Maharashtra

PROXY

I/We.....of.....

..... in the district of..... being a

Member / Members of RUTRON INTERNATIONAL LIMITED hereby appoint

.....of.....

.....in the district ofor.....

.....failing him.....

..... of

..... in the district of

..... as my / our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company held on Saturday, the 29th September, 2012 at 11.00 A.M.. at 1020, Ijmima Complex, Link Road, Behind Goregaon Sports Club,, Link Road, Malad (W), Mumbai – 400064, and at any adjournment thereof.

Signed this day of2012.

(Signature of Member / Proxy)

Note : Proxy must be deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the meeting. The proxy need not be a shareholder of the Company,

Book Post

If undelivered, please return to:

RUTRON INTERNATIONAL LIMITED
Regd. Office. 1020, Ijmima Complex,
Link Road, Behind Goregaon Sports Club,
Link Road, Malad (W),
Mumbai – 400064

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