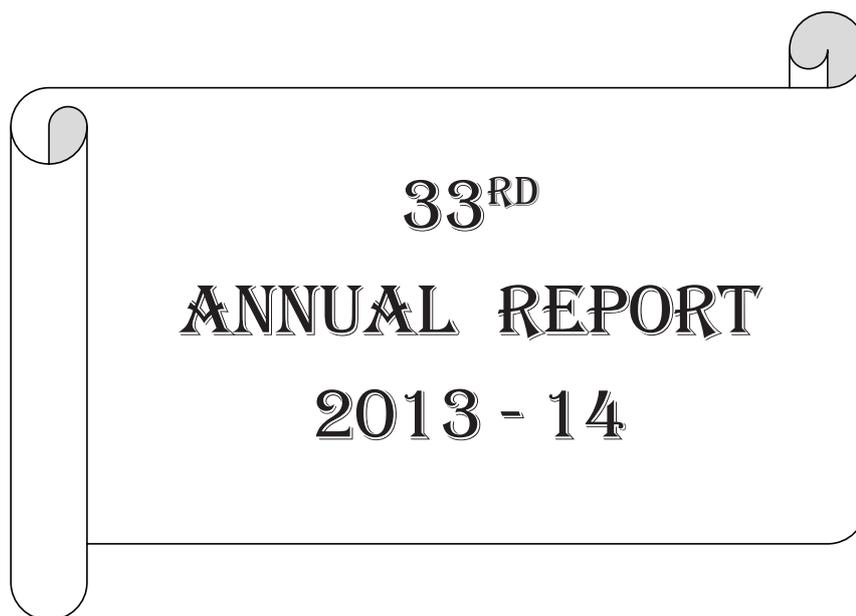


NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]



NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

33rd ANNUAL REPORT (2013-14)

BOARD OF DIRECTORS:

Mr. Ravindrakumar Vinaykumar Ruia	- Executive Director
Mr. Ashish Kapoor	- Executive Director
Mr. Durgesh Kabra	- Non Executive Independent Director
Mr. Vivek Moolchand Sharma	- Non Executive Independent Director

REGISTERED OFFICE

002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (East), Mumbai 400063
Website www.ravinaytrading.com; email: ravinay.trading@gmail.com.

AUDITORS

M/s. CLB & Associates,
77, Mulji Jetha Bldg, 3rd Floor, 185/187,
Princess Street, Marine Lines,
Mumbai- 400 002
Tel: 022- 22052224/ 22066860
Website: www.clb.co.in
E-mail: info@clb.co.in

REGISTRAR & SHARE TRANSFER

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Industrial Premises,
Andheri Kurla Road, Safeed Pool, Andheri (East),
Mumbai-400 072.
Tele: 28515606/28528087/28516338
Website : www.sharexindia.com
E-mail : sharexindia@vsnl.com

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Nyssa Corporation Limited [Formerly known as "Ravinay Trading Company Limited"] will be held at 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon (East), Mumbai – 400063, on Monday, September 29, 2014 at 04.00P.M. to transact the following Business:

ORDINARY BUSINESS :

1. To receive, consider and adopt Audited financial Statement of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Ravindrakumar Ruia [DIN 00035853], who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. CLB & Associates, Chartered Accountants, Mumbai, as Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any modification(s) and re-enactment(s) thereon for time being in force), **M/s. CLB & Associates, Chartered Accountants [Firm Regd. No. 124305W]**, be and is hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty Fifth (35th) Annual General Meeting of the Company to be held in 2017 (subject to ratification of their appointment at every AGM), at such remuneration to be fixed in consultation with the Board of Directors plus re-imbusement of out of pocket expenses."

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Mr. Vivek Moolchand Sharma [DIN: 00400603]**, non-executive Independent Director of the Company who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

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

"RESOLVED THAT in supersession of all earlier resolution passed by the Shareholders of the Company and pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, but not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores only) over and above the paid up share capital and free reserves for the time being of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all

such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee."

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

"RESOLVED THAT in supersession of all earlier resolution passed by the Shareholders of the Company and pursuant to Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future, and in such manner as in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities , provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at anytime exceed the limit of ₹ 50,00,00,000/- (Rupees Fifty Crores only) or aggregate of the paid up share capital and free reserves of the Company whichever is higher ."

"RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute such Forms, papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution."

On behalf of the Board

Place : Mumbai
Date : 30th August, 2014

Director

REGISTERED OFFICE:
002, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai – 400063

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement, are provided in the Explanatory Statement forming part of the notice.
11. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 25th September, 2014 to Monday, 29th September, 2014 (both days inclusive), for the purpose of Annual General Meeting.
12. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Sharex Dynamic (India) Private Limited, Unit: Nyssa Corporation Limited, Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
13. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/Dop/CIR 05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities

market, irrespective of the amount of such transaction. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company / RTA for registration of such transfer of shares.

14. Copies of the Annual Report 2014 are being sent by electronic mode only to those members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/Registrars i.e. M/s. Sharex Dynamic (India) Private Limited, and have given consent for receiving communication electronically, copies of the Annual Report 2014 are being sent by electronic mode only. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
15. The Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars i.e. M/s. Sharex Dynamic (India) Private Limited, and have given consent for receiving communication electronically, the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report 2014 will also be available on the Company's website www.ravinaytrading.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars i.e. M/s. Sharex Dynamic (India) Private Limited at: Unit: Nyssa Corporation Limited, Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072.
17. All documents referred to in the Notice will be available for inspection at the Company's registered office during between 11.00 A.M. to 1.00 P.M. on working days up to the date of the AGM, with advance notice of 4 working days.
18. Voting through electronic

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Monday, 22nd September, 2014 (9.00 a.m. IST) and ends on Tuesday, 23rd September, 2014 (6.00 p.m. IST). During this period shareholders' of the Company holding shares, either in physical form or in dematerialized form, as on 23rd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Nyssa Corporation Limited [*Formerly known as "Ravinay Trading Company Limited"*] on which you choose to vote (i.e. 140905016).
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- i. The voting period begins on Monday, 22nd September, 2014 (9.00 a.m. IST) and ends on Tuesday, 23rd September, 2014 (6.00 p.m. IST). During this period shareholders’ of the Company holding shares, either in physical form or in dematerialized form, as on 23rd August, 2014, may cast their vote electronically.
Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd August, 2014.
- iii. Mr. Deep Shukla, Practising Company Secretary (Membership No. 5364 FCS 5652) of Deep Shukla & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Board of Directors of the Company.
- v. Members who do not have access to e-voting facility may return the duly completed Ballot Form in the prepaid Business Reply Envelope (enclosed with the Annual Report) so as to reach the Scrutinizer at the Registered Office of the Company not later than Tuesday, 23rd September, 2014 (6.00 p.m. IST). Ballot Forms received after this date will be treated as invalid.
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.
- vi. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ravinaytrading.com and on the website of CDSL www.evotingindia.co.in within two days of the passing of the resolutions at the 33rd Annual General Meeting of the Company on Monday, 29th September, 2014 and communicated to the BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4:

Mr. Vivek Moolchand Sharma [DIN: 00400603] is a Non-Executive Independent Director of the Company and he was appointed on September 12, 2011. His period of office is liable to be determined by retirement of Directors by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Vivek Moolchand Sharma [DIN: 00400603] being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ` 1,00,000/- proposing the candidature of Mr. Vivek Moolchand Sharma for the office of independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Vivek Moolchand Sharma the following:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Vivek Moolchand Sharma as an Independent Director of the Company up to March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Vivek Moolchand Sharma, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vivek Moolchand Sharma in the capacity of Independent Director.

No Director, key managerial personnel or their relatives, except Mr. Vivek Moolchand Sharma, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no.4 for approval of the Members.

Item No. 5:

Your Board of Directors is of the opinion that for any future business expansion or diversification which may be carried out by the Company, the Company requires infusion of additional funds. Hence, the requirement for mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers upto the limit of ` 50 Crores over and above the paid-up share capital and free reserves of the Company.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

Your Directors recommend passing the above resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 5 of the Notice.

Item No. 6:

The Company may borrow monies by way of debentures, bonds, loans, hire purchase finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees. To create mortgage and

/ or charge upto the limit of Rs.50 crores, approval of the Members is required to be obtained pursuant to Section 180 (1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

Your Directors recommend passing the above resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 6 of the Notice.

Item No. 7:

The existing Articles of Association (“AoA”) are based on erstwhile Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of erstwhile Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Companies Act, 2013, which sets out the model Articles of Association for Company limited by shares.

The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 7 of the Notice.

The Board of Directors recommends the Special Resolution for your approval.

On behalf of the Board

**Place : Mumbai
Date : 30th August, 2014**

Director

Annexure to notice

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Ravindrakumar Ruia	Mr. Vivek Moolchand Sharma
Date of Birth	01/05/1961	08/09/1975
Age	53	39
Actual date of appointment	13/03/2006	12/08/2011
Qualification	Bachelor of Commerce	Bachelor of Engineering(Civil)
Experience	31 years	14 years
Directorship held in other Public Companies	1	Nil
Chairmanship or membership in other Public Companies	1	Nil
Shareholding of Directors	2.15%	Nil

DIRECTORS' REPORT

To,
The Members of
NYSSA CORPORATION LIMITED
[Formerly known as a "Ravinay Trading Company Limited"]

Your Directors present the 33rd Annual Report together with the Audited financial Statement for the financial year ended March 31, 2014.

FINANCIAL RESULTS:

The Financial Results for the year ended March 31, 2014 are summarized below:

Particulars	F.Y. 2013-14	F. Y. 2012-13
Revenue from operation	123,697,180	323,603,780
Other Income	7,447,933	1,787,091
Total Income	131,145,113	325,390,871
Expenditure (before depreciation)	104,583,539	279,122,073
Profit/(Loss) before Depreciation and Taxes	26,561,574	46,268,798
Less: Depreciation	24,336	25,326
Profit/(Loss) before Taxation	26,537,238	46,243,472
Less: Provision for Tax		
- Current Taxes	4,600,000	9,550,000
- Previous year taxes	116,302	59,641
- Deferred Tax	(1,784)	10,286
-MAT Credit enti.	(10,977,652)	-
Profit/(Loss) after Taxation	32,800,371	36,623,546
Balance brought forward	80,113,464	43,489,918
Add: Net Profit/(Net Loss) for the year	32,800,371	36,623,546
Balance Carried to Balance Sheet	112,913,836	80,113,465
Earnings per equity share (` per share)		
- Basic	10.93	12.21
- Diluted	10.93	12.21

PERFORMANCE:

During the year under review, the Company has posted total Income of ₹ 13,11,45,113/- as against total Income of ₹ 32,53,90,871/- in the corresponding previous year. Net Profit after Tax for the year under review was ₹ 3,28,00,371/- as against Net Profit after Tax of ₹ 3,66,23,546/- in the corresponding previous year.

FUTURE PROSPECTS:

During the year, M/s. "Om Vasistha Developers" the 100% owned firm of the company developing a residential cum commercial project at Ramwadi Bail Bazar, Kalyan (West) has completed the commercial portion and structural part of the residential portion of the project, as on date the finishing part of the residential complex is been done i.e. 90% of the project has been completed and the balance work is expected to be completed in 4 months and the completion handover of the building is expected by January 2015.

"Mark Developers" is a partnership firm with 75% share of Company & is developing a residential cum commercial complex at Dindoli within the limit of Surat Municipal Corporation. The project is nearing completion i.e. 80% of the work is done as of date and it is expected to be completed by May 2015. Further the Company is planning to adopt more projects in real estate in the near future.

DIVIDEND:

In order to conserve the resources for the further growth of the Company, your Directors think fit not to recommend

any dividend for the year under review.

AUDITORS:

M/s. CLB & Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting. The members are requested to appoint auditors and to fix their remuneration.

AUDITORS' REPORT:

The Report of the Auditors of the Company is self explanatory and do not call for any further explanation by the Board of Directors.

DIRECTORS:

In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Ravindrakumar Ruia, Director of the Company, is liable to retire by rotation at the ensuing Annual General meeting and being eligible, offered himself for re-appointment. Board of Directors recommends the above re-appointment.

Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company had appointed Mr. Vivek Moolchand Sharma as Independent Director of the Company.

In accordance with Section 149(4) and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Company has to appoint 1/3rd of the total Directors as Independent Directors, for a maximum period of 5 years and they are not liable to retire by rotation.

Accordingly, the Board of Directors proposes to appoint the existing Independent Director i.e. Mr. Vivek Moolchand Sharma as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for term up to 5 (five) years, respectively, in ensuing Annual General Meeting.

In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

The Company has received declarations from the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges. Members are requested to refer to the annexure of Notice, in regards to experience, qualification and tenure of the Independent Directors.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the *erstwhile* Companies Act, 1956 with respect to the Directors' Responsibilities Statement, it is hereby confirmed:-

- i) that in the preparation of the annual accounts for the year 2013-14, the applicable accounting standards have been followed and there are no material departures;
- ii) that the directors have selected such accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the statement at the end of the financial year viz., 31st March, 2014 and of the Profit of the Company for the that financial year;
- iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the directors have prepared the Annual Accounts of the company on a going concern basis.

FIXED DEPOSITS:

The Company has not accepted any fixed deposits during the year ended March 31, 2014.

DETAILS OF EMPLOYESS UNDER THE COMPANIES (PARTICULARS OF EMPLOYEEES) RULE 1975 (AS AMENDED UPTO DATE):

The information required under sub-section (2A) of Section 217 of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 duly amended by the Companies (Particulars of Employees) Rule, 2011 for the year ended 31st March, 2014 is not applicable to the Company as none of the employee is drawing remuneration more than the limits presently specified under the said rules.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:

The provision of Section 217(1)(e) of the *erstwhile* Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1998, are not applicable to the Company as the Company is not doing any manufacturing activity.

The Company has not earned or expended any foreign exchange during the year under the review.

CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges.

A report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Annual Report.

Certificate from the Auditors of the Company, M/s. CLB & Associates., Chartered Accountants, regarding compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Report on Management Discussion and Analysis as required under the Listing Agreement with the Stock Exchanges is enclosed to this Report. Certain statements in this section may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

COMMITTEES:

During the period under review, the Board of Directors of the Company has constituted Remuneration Committee.

The constitution of the Remuneration Committee is as follows:

- | | |
|----------------------------|---------------------------------------|
| Mr. Durgesh Kabra | - Chairman, Non Executive Independent |
| Mr. Vivek Moolchand Sharma | - Non-Executive Independent |
| Mr. Ashish Kapoor | - Executive |

In accordance with provision of Companies Act, 2013, the Board of Directors of the Company has re-named the existing committees viz., Stakeholders Relationship Committee [*formerly known as Shareholders'/Investors' Grievance Committee*] and Nomination and Remuneration Committee [*formerly known as Remuneration Committee*] w.e.f. 13th August, 2014.

LISTING:

At present, 3,00,00,000 Equity Shares of the Company are listed at the Bombay Stock Exchange Limited (BSE). The Company has paid the applicable Annual listing fees to the BSE for the year 2014-15.

DEMATERIALISATION OF SHARES:

The Company has established the connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited with activated ISIN- INE812K01027, the shareholders have option to dematerialize their shares with CDSL as well as NSDL.

SECRETARIAL COMPLIANCE REPORT:

Since your Company comes within the purview of the Section 383A of the Companies Act, 1956, it has to obtain Compliance Certificate for the financial year 2013-14 from the Practicing Company Secretary and the same is attached with this report.

ACKNOWLEDGEMENT:

The Directors take this opportunity to express their gratitude and thanks to the esteemed clients, Members, Banks, SEBI (Securities and Exchange Board of India), Bombay Stock Exchange Limited, Central, State and Local Government for their continued support and cooperation.

For and On behalf of the Board of Directors

Place : Mumbai

Date : 30th August, 2014

Director

Director

FORM

[SEE RULE 3]

Compliance Certificate

Registration No : L70101MH1981PLC024341
Nominal Capital : ₹ 5,20,00,000/-
Paid-up Capital : ₹ 3,00,00,000/-

To,

The Members,

NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

022, Gulmohar Complex, Opp. Anupam Cinema,
Station Road, Goregaon (East),
Mumbai 400063.

I have examined the registers, records, books and papers of **NYSSA CORPORATION LIMITED** *[Formerly known as "Ravinay Trading Company Limited"]* (hereinafter referred to "**the Company**") as required to be maintained under the Companies Act, 1956 *[includes Companies Act, 2013 to the extent notified]* ("**the Act**") and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Companies Act, 1956 includes Companies Act, 2014 to the extent notified (herein after referred to as "the Act") and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies, Maharashtra, Mumbai, within the time prescribed under the Act (except otherwise specifically mentioned) and the rules made there under for the financial year under review.
3. The Company being public limited Company, comments in this regard are not required.
4. The Board of Directors duly met 06 times on 29th May, 2013, 01st July, 2013, 10th August 2013, 20th September, 2013, 31st October, 2013 and 14th February, 2014 respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. During the financial year under review, the Company has closed its Register of Members and Share Transfer Books from Tuesday, 6th August, 2013 to Saturday, 10th August, 2013 (both days inclusive) pursuant to Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on March 31, 2013 was held on August 10, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary Meeting of the Company was held during the year under review.
8. Since the Company has not advanced Loans to Directors of the Company or Firms or Companies referred in Section 295 of the Act, the provisions of the said section regarding loans advanced do not apply and hence there is nothing to report in this matter.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act, and here is no need to report anything in this regard for the year under review has been made.
10. As the Company has not entered into contract in which Director(s) of the Company is/are interested pursuant to Section 301 of the Act for the year under review, and no any entry in this regard is made in the Register as maintained by the Company for this purpose.

11. None of the Directors of the Company holds office or place of profit pursuant to the provisions of Section 314 of the Companies Act, 1956.
12. The Company did not issue any Duplicate Share Certificates for the financial year under review; hence there is nothing to report in this matter.
13.
 - i. The Company has not allotted any securities but has transferred equity shares during the financial year under review.
 - ii. The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
 - iii. The Company was not required to pay/post warrants for dividends to all its members within the period of 30 (Thirty) days as no dividend was declared during the financial year under review and the Company was not required to transfer any Unclaimed/Unpaid dividend to any Unpaid Dividend Account of the Company during the financial year under review.
 - iv. The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits and the interest accrued thereon which have remained unclaimed or unpaid or a period of seven years to Investor Education and Protection Fund during the financial year under review.
 - v. The Company has duly complied with the requirements of Section 217 of the Act for the financial year under review.
14. The Board of Directors of the Company is duly constituted.
15. During the year under review, there are no appointments of Managing Director/Whole-time Director/Manager of the Company pursuant to Section 269 read with Schedule XIII of the Act and hence there is nothing to report in this matter.
16. The Company has not appointed any sole-selling agents during the financial year under review in compliance of the provisions of the Act.
17. The Company has obtained approval of the Central Government w.r.t. change in name of the Company but was not required to get any approvals from Company Law Board, Regional Director, Registrar of Companies or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under for the financial year under review.
19. The Company has not issued any Equity Shares during the financial year under review and hence there is nothing to report in this manner.
20. The Company has not bought back any shares during the financial year under review.
21. The Company has not redeemed any preference shares/debentures during the financial year under review.
22. There were no transactions requiring the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the financial year under review.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act read with The Companies (Acceptance of Deposits) Rules, 1975 during the financial year under review and hence there is nothing to report in this matter.
24. The Company has not exceeded the limits pursuant to the provisions of Section 293(1)(d) of the Act and hence there is nothing to report in this matter during the financial year under review.

25. The Company has made investments, but not has given any loans, or given guarantees or provided securities, in other bodies corporate in accordance to the provisions of Sec.372A of the Act, during the financial year under review. However, as confirmed to us by the management, it is yet to get approval for the same by the Board of Directors of the Company.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment was imposed on the Company during the financial year under review.
32. The Company has not received any money as security from its employees during the year under certification to be deposited as per provisions of Section 417(1) of the Act during the financial year under review.
33. There is nothing to report regarding employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to the provisions of Section 418 of the Act for the financial year under review.

**For: M/s. DEEP SHUKLA & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
PROPRIETOR
FCS: 5652
C.P.NO.5364**

**Place: Mumbai
Date: 13th August, 2014**

Annexure A

The Company has maintained the following Registers during the financial year ending on 31st March, 2014:

- i. Register of Members and Shareholders u/s 150 of the Companies Act, 1956.
- ii. Register of Transfer of Shares.
- iii. Register of Directors, Managing Directors, etc. u/s 303 of the Companies Act, 1956.
- iv. Register of Directors' Shareholdings u/s 307 of the Companies Act, 1956.
- v. Returns u/s.163 of the Companies Act, 1956.
- vi. Minutes Book of the Meetings of:
 - Board Meetings.
 - General Meetings.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014:

Sr. No.	Form No./ Return/Particulars	Filed under Section	For	Whether filed within prescribed time	If Delay in filing whether requisite additional fees paid
01	e-Form-20B [<i>Annual Return made up to 28/09/2013</i>]	159	AGM held on 28/09/2012	No	Yes
02	e-Form 23AC XBRL & Form 23ACA XBRL [<i>Balance Sheet and Statement of Profit & Loss</i>]	220	For Financial Year 2011-2012	Yes [Filed under XBRL mode]	No
03	E-Form-66 [<i>Compliance Certificate</i>]	383A	For Financial Year 2011-2012	Yes	No
04	e-Form-1A	-	Application form for availability or change of name.	Yes	No
05	e-Form-18	146	Notice of situation or change of situation of Registered Office	Yes	No
06	e-Form-32	303(2)	Particulars of Appointment of Additional Director & resignation of Director	Yes	No
07	e-Form-5	95	Notice of subdivision	Yes	No
08	e-Form-18	146	Notice of situation or change of situation of Registered Office	Yes	No
09	e-Form-32	303(2)	Particulars of Appointment of Director	Yes	No
10	e-Form-23	192	Registration of resolution(s) and agreement(s)	Yes	No

Sr. No.	Form No./ Return/Particulars	Filed under Section	For	Whether filed within prescribed time	If Delay in filing whether requisite additional fees paid
11	e-Form-62	192A	Form for submission of documents with the Registrar	Yes	No
12	e-Form-1A	-	Application form for availability or change of name.	Yes	No
13	e-Form-8	125	Particulars of creation of Charges	Yes	No
14	e-Form-1B	21 or 31(1)	Application for approval of the Central Government for change of name or conversion of a public company into a private company	Yes	No
15	e-Form-20A	149(2A)	Declaration of compliance with the provision of section 149(2A).	Yes	No
16	e-Form-23	192	Registration of resolution(s) and agreement(s)	Yes	No

MANAGEMENT DISCUSSION AND ANALYSIS

(i) Industry Structure and Developments:

Company is engaged in business or commerce of real estate development and it has commenced residential cum commercial projects, at Ramwadi Bail Bazar, Kalyan (West) with its proprietorship form i.e. "Om Vasistha Developers" and at Dindoli within the limit of Surat Municipal Corporation with its partnership firm i.e. "Mark Developers".

The Company is constantly working towards achieving further improvements in the quality and technological & operational efficiencies of its products, projects and processes.

(ii) Opportunities and Threats:

(a) Opportunities:

Housing is a very big business in India and company is confident of entering into more projects of this type resulting to good performance in coming years.

(b) Threats:

We do not see any major problem from outsiders except government policy towards housing which also will be favorable for developers considering requirement of housing.

(iii) Segment wise or product wise performance:

The company is engaged in real estate development which is only reportable segment.

(iv) Outlook:

Residential cum commercial project, at Ramwadi Bail Bazar, Kalyan (W) with its proprietorship firm "M/s Om Vasistha Developers" and at Dindoli within the limit of Surat Municipal Corporation with its partnership firm "M/s Mark Developers" are being developed by the company, both are at an advance stage of completion and looking forward to complete the same with the time specified.

(v) Risks and Concerns:

The Company's risk management system has identified some risks collated at the department level and planned suitable mitigation measures. These are subject to quarterly review by Audit Committee.

(vi) Internal Control System and their Adequacy:

The Company has in place adequate internal control systems and procedures covering all the financial and operating functions. The Audit Committee regularly reviews the adequacy of internal controls, compliance with the accounting standards as well as recommends to the Board the adoption of the quarterly and annual results of the Company and appointment of Auditors. The Audit Committee also reviews the related party transactions, entered into by the Company during each quarter.

CORPORATE GOVERNANCE

The Company presents its report on compliance of Corporate Governance conditions specified in Clause 49 of Listing Agreement.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good governance practices stem from the culture and mindset of the organization. The governance is about out-performing sustainable organization. These are the organizations that succeed consistently in the market place, gain a greater share of market opportunities and sustainably drive their top and bottom lines.

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders and clients of the Company and the unquestioned integrity of all personnel involved or related to the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements.

Corporate Governance contains a set of principles, process and systems to be followed by directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed integrity, transparency, accountability and compliance with laws in all dealings with shareholders, employees, the Government, customers, suppliers and other stakeholders.

Corporate Governance is a journey for constantly improving sustainable value creation and upward moving target.

We have undertaken several initiatives towards maintaining the highest standards.

2. BOARD OF DIRECTORS:

(i) Composition of Board of Directors

As on 31st March, 2014 the total strength of Board of Directors was 04, comprising of 2 Executive Directors and 2 Non-Executive Independent Directors.

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management and marketing. The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors meets with the requirements of Clause 49 (1) (A) of the Listing Agreement. None of the Directors on the Board is a member on more than ten Committees and Chairman of more than five Committees as per Clause 49 (IV) (B) across all Companies in which they are Directors.

The composition of the Board of Directors and also the number of other Companies of which he is a Director and Member/Chairman as on March 31, 2014 are as under:

Sr. No.	Name of the Directors	Category of Directorship	Number of other		
			Directorship Member-ship(s)	Committee Chairman	Committee
1.	Mr. Ravindrakumar V. Ruia	Executive	4	Nil	Nil
2.	*Mr. Vardhman M. Jain	Executive	Nil	Nil	Nil
3.	**Mr. Ashish Kapoor	Executive	Nil	Nil	Nil
4.	Mr. Durgesh Kabra	Non Executive Independent	2	Nil	Nil
5.	Mr. Vivek Moolchand Sharma	Non Executive Independent	1	Nil	Nil

**Mr. Vardhman M. Jain resigned from Directorship of the company w.e.f. 01st July, 2013.*

*** Mr. Ashish Kapoor appointed as Executive Director of the Company w.e.f. 01st July, 2013.*

The Composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchange.

None of the Directors holds directorships in more than 15 Companies, membership in committee of Board in more than 10 Companies and Chairmanship of more than 5 Committees.

(ii) Meetings and Attendance

During the financial year 2013-14, 6 [Six] meeting of Board of Directors were held on 29th May, 2013, 01st July, 2013, 10th August 2013, 20th September, 2013, 31st October, 2013 and 14th February, 2014:

The necessary quorum was present for all the meetings.

(iii) Directors' Attendance Record at the Board Meetings and the Last Annual General Meeting

Name of Directors	Category of Directorship	No. of Board Meetings attended during the F.Y. 2013 - 14	Attendance at the 32 nd AGM held on 20 th September, 2013
Mr. Ravindrakumar V. Ruia	Executive	6	Yes
*Mr. Vardhman M. Jain	Executive	1	No
**Mr. Ashish Kapoor	Executive	5	Yes
Mr. Durgesh Kabra	Non Executive Independent	5	Yes
Mr. Vivek Moolchand Sharma	Non Executive Independent	4	Yes

*Mr. Vardhman M. Jain resigned from Directorship of the company w.e.f. 01st July, 2013.

** Mr. Ashish Kapoor appointed as Executive Director of the Company w.e.f. 01st July, 2013.

(iv) Board Committees:

The Board has three committees of namely Audit committee, Stakeholders' Relationship Committee (*formerly known as Shareholders' / Investors' Grievance Committee*) and Nomination and Remuneration Committee (*formerly known as Remuneration committee*). The said committees were renamed as per relevant provisions of the Companies Act, 2013. The committees of Board provide and evaluate the strategic direction of the company, Management policies and their effectiveness and ensure that the long-term interests as the shareholders are being served.

(v) Board Procedure:

The Board meets at least once every quarter to review the quarterly performance and the financial results. The Board's role, functions, responsibility and accountability are clearly defined. All major decisions involving policy formulations, business plans, annual operating budgets, compliance with statutory requirements, major accounting provisions and write-offs are considered by the Board.

(vi) Shareholding pattern of Directors:

Details of the Shares of the Company held by the Directors as on 31st March, 2014 are as follows:

Name of the Director	Category of Directorship	No. of shares held
Mr. Ravindrakumar V. Ruia	Executive Director	6,44,000
Mr. Vardhman M. Jain	Executive Director upto 01 st July, 2013	Nil
Mr. Ashish Kapoor	Executive Director w.e.f 01 st July, 2013	Nil
Mr. Durgesh Kabra	Non Executive and Independent Director	Nil
Mr. Vivek Moolchand Sharma	Non Executive and Independent Director	Nil

The Company has not issued any convertible instruments.

3. AUDIT COMMITTEE:

(i) Composition:

The Board re-constituted the Audit Committee on 01/07/2013 and presently the audit committee comprises of 3 (three) Directors, out of 2 (two) member non executive and independent Directors. All the Directors possess knowledge by corporate finance, accounts and company law.

The Constitution of the Audit Committee is as under:

Name of the Director	Category
Mr. Durgesh Kabra	Chairman, Non Executive Independent
Mr. Vivek Moolchand Sharma	Non-Executive Independent
Mr. Vardhman Mishrilal Jain	Executive Director upto 1st July, 2013
Mr. Ashish Kapoor	Executive Director w.e.f. 1st July, 2013

(ii) Meetings and Attendance:

During the financial year 2013-14, 4 (four) Audit Committee Meetings were held on 29th May, 2013, 10th August 2013, 31st October, 2013 and 14th February, 2014. All the members including Chairman of Audit Committee have attended all the meetings of Audit Committee.

The Attendance of the Audit Committee meeting is as under:

Name of the Director	Category	No. of meetings attended
Mr. Durgesh Kabra	Chairman, Non Executive Independent	4
Mr. Vivek Moolchand Sharma	Non-Executive Independent	3
Mr. Vardhman Mishrilal Jain	Executive Director upto 1st July, 2013	1
Mr. Ashish Kapoor	Executive Director w.e.f. 1st July, 2013	3

The Audit Committee has been vested with the following powers:

- i. To investigate any activity in terms of its reference;
- ii. To seek information from any employee;
- iii. To obtain outside legal or other professional advice;
- iv. To secure the attendance of outsiders with relevant expertise, if it considers necessary.

(iii) Terms of Reference:

The Audit Committee of the Company, *inter-alia*, acts as a control mechanism in the financial and other important departments of the Company. The terms of reference of the Audit Committee are in accordance with Clause 49 (II) of the Listing Agreement and as specified by the Board of Directors of the Company.

The Audit Committee while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) issued by the Institute of Chartered Accountants of India during the year. The role of the Audit Committee includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Reviewing the findings of any internal investigations by the auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. **Nomination and Remuneration Committee [formerly known as Remuneration Committee] :**

The Company has constituted Remuneration Committee w.e.f. 29th May, 2014. Further, the Committee was renamed as "Nomination and Remuneration Committee" on 31st August, 2014, and presently the Remuneration committee comprises of 3 (three) Directors, out of 2 (two) member non executive and independent Directors.

(i) **Composition:**

The constitution of the Remuneration Committee is as follows:

Name of the Director	Category
Mr. Durgesh Kabra	Chairman, Non Executive Independent
Mr. Vivek Moolchand Sharma	Non-Executive Independent
Mr. Ashish Kapoor	Executive Director

(ii) **Terms of reference**

- Fix the remuneration payable to the Executive Directors;
- Review the performance of employees and their compensation; and
- Review the performance of employees against specific key result areas identified as yardsticks for measuring performance.

The Remuneration Committee has been constituted to recommend/review remuneration of the Managing Director and Whole-time Directors, based on their performance and defined assessment criteria.

Remuneration Policy

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. However, during the year under review there is no remuneration paid to any of the directors of the company.

5. Stakeholders Relationship Committee [formerly known as Shareholders'/Investors' Grievance Committee"]:

The Board of Directors of the Company has constituted a Committee of Directors which also functions as 'Shareholders'/Investors Grievances Committee', consisting of three members, chaired by non executive Director. The Committee, inter-alia, deals with various matters relating to:

- transfer/transmission of shares;
- issue of duplicate share certificates;
- Investors` grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approved by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

Further, the Board of Directors of the Company has renamed the said Committee as "Stakeholders Relationship Committee" on 13th August, 2014.

The share department of the company and registrar and transfer agents, Sharex Dynamic (India) Private Limited attends expeditiously to all grievances/ correspondences of the shareholders and investors. The complaints are generally resolved within 15 days of receipt, except in the cases that are constrained by disputes or legal impediment.

(i) Composition:

The constitution of Shareholders'/ Investors' Grievance Committee is as under:

Name of the Director	Category
Mr. Vivek Moolchand Sharma	Chairman, Non Executive Independent
Mr. Durgesh Kabra	Non Executive Independent
Mr. Ravindrakumar V. Ruia	Executive Director

(ii) Compliance Officer:

Mr. R.V Ruia, Executive Director of the Company is the Compliance officer of the Company.

(iii) Details of shareholders' complaints received, not solved and pending share transfers:

The Company had not received any investor complaint and no any complaint pending for the financial year ended 31st March, 2014.

6. GENERAL BODY MEETINGS:

(i) The details for the date, time and venue for the last three Annual General Meetings (AGM) of the Company are as under:

Financial Year	Date of the AGM	Location	Time
2010-11	30 th September, 2011	State Bank Building Annex, 1st Floor, Bank Street, Fort, Mumbai-400 023	4.00 p.m.
2011-12	28 th September, 2012	State Bank Building Annex, 1 st Floor, Bank Street, Fort, Mumbai-400 023	4.00p.m.
2012-13	10 th August, 2013	002, Gulmohar Complex, Opp. Anupam Cinema , Station Road, Goregaon (East), Mumbai - 400063	4.00 p.m.

(ii) The details of Special Resolution passed in last three Annual General Meetings (AGM) of the Company are as under:

Financial Year	Date of the AGM	No. of Special Resolution passed	Details of Special Resolution passed
2010-11	30 th September, 2011	-	No special resolution was passed
2011-12	28 th September, 2012	1	1. Article no. 186 (a) & (b) of the Articles of Association of the Company be substituted by the new Article 186 (a) and (b) so as to authorize the Board of Directors of the Company to issue Bonus shares as and when they deem fit and expedient to do so.
2012-13	10 th August, 2013	-	No special resolution was passed

Postal Ballot

The Company has passed Special Resolution through Postal Ballot in the financial year 2013-14 in respect of following matters are as under:

- For change of Name of the Company from “Ravinay Trading Company Limited” to “Nyssa Corporation Limited”;
- For Alteration of Main Object clause of the Memorandum of Associations; and
- Authorisation for Commencement of New Businesses.

7. DISCLOSURES:

- Accounting Treatment in preparation of Financial Statements

The Company has followed the Accounting Standards laid down by The Companies (Accounting Standards) Rules, 2006 in preparation of its financial statements.

- Related Party Transactions

The details regarding related party transactions, are given in the Notes to Accounts to the Annual Accounts for the year ended 31st March, 2014.

- Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges/SEBI/and Statutory Authority on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by these authorities.

- CEO Certification

The certificate required under clause 49(V) of the Listing Agreement duly signed by the Managing Director was placed before the Board and the same is also provided with this report.

- Compliance with the mandatory requirements of Clause 49 of the Listing Agreement

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. The Company has also obtained a certificate affirming the compliances from M/s CLB & Associates, Chartered Accountants, the Statutory Auditors of the Company and the same is attached to this Report.

8. MEANS OF COMMUNICATION:

- The Company publishes its quarterly audited & unaudited financial results in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region (Maharashtra), where the registered office of the Company is situated.
- The Company normally published its financial results in the one English Newspaper i.e. “**The Financial Express**” and in one language of the region (Maharashtra) i.e. “**Mahanayak**”.
- The Company also sends the financial results to the Stock Exchange immediately after it is approved by the Board and it is displayed on the website of BSE.
- The Company informs all the official news releases to the BSE and it is displayed on the website of BSE.
- The presentations, if any, made to Institutional Investors or to the analysts will be covered in the Company’s website, which is under process.

9. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL:

As stipulated by SEBI, a Company Secretary in Whole Time Practice carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total Listed and paid up capital is in agreement with the aggregate of the total number of Shares in dematerialized form (held by NSDL and CDSL) and total number of Shares in physical form.

10. GENERAL SHAREHOLDERS' INFORMATION:

Annual General Meeting Day, Date and Time Venue	Monday, September 29, 2014 at 04.30 P.M. At 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon (East), Mumbai – 400063.	
Financial Year	1st April, 2014 to 31st March, 2015 <i>[tentative]</i>	
	Financial Reporting for the quarter ending 30th June, 2014	- Up to 15th August, 2014
	Financial Reporting for the quarter ending 30th September, 2014	- Up to 15th November 2014
	Financial Reporting for the quarter ending 31st December, 2014	- Up to 15th February 2015
	Financial Reporting for the year ending 31st March, 2015	- Up to 30th May 2015
Date of Book Closure	Thursday, 25th September, 2014 to Monday, 29th September, 2014 <i>(both days inclusive)</i> .	
Listing on Stock Exchange	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Web: www.bseindia.com	
Scrip Code	504378	
ISIN	INE812K01027	

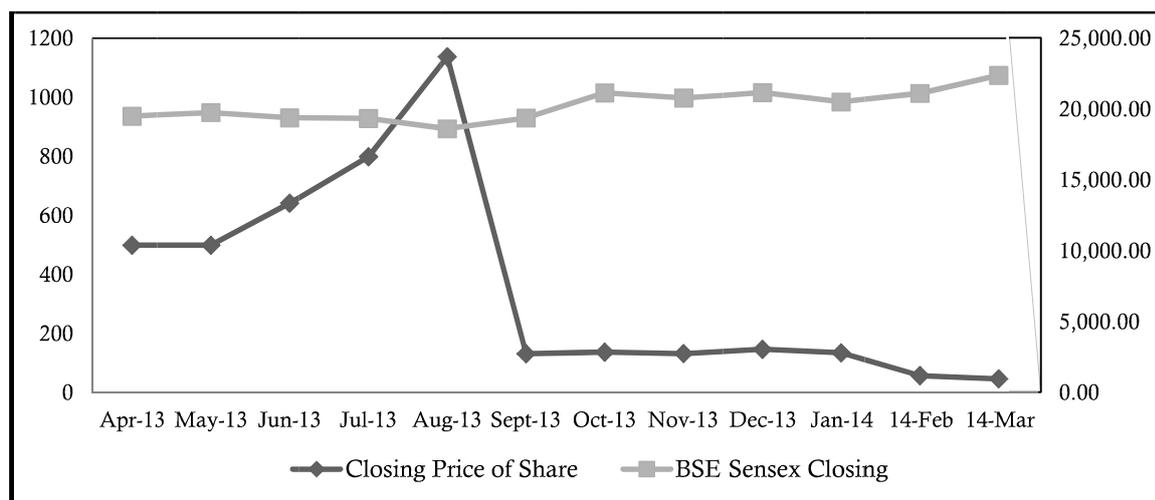
Market Price Data

The monthly high and low price and volume of shares traded on Bombay Stock Exchange Limited during the financial year 2013-14 are as follows:

		BOMBAY STOCK EXCHANGE (BSE)			
Year	Month	High (₹)	Low (₹)	No. of Shares traded	
2013	April	499.30	337.05	26,560	
	May	539.95	460.25	1,13,701	
	June	642.25	475	4,92,178	
	July	818.80	579.35	1,61,156	
	August	1138.85	770	2,89,911	
	September	1250.00	122.55	13,02,542	
	October	152.75	117.3	26,64,855	
	November	142.90	113.25	21,98,179	
	December	148.15	122.5	29,26,358	
	2014	January	177.00	133.35	48,11,246
		February	147.95	57.45	26,47,527
		March	54.60	46.45	88,61,127

[Source: This information is compiled from the data available from the websites of BSE]

Company's performance in comparison to BSE Sensex:



During the financial year, the face value of Equity Share of the Company sub divided from ₹ 10/- (Rupees Ten) each ₹ 1/- (Rupee One) each.

Address for Correspondence Register office

002, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai – 400063.
Tel: +91-22-26865205
Fax: +91-22-26865205
Web Site: www.ravinay.trading.com

Registrar & Share Transfer Agent

Sharex Dynamic (India) Private Limited Corporate Office:

Luthra Indus. Estate, 1st Floor,
Safed Pool, Andheri-Kurla Road,
Mumbai: 400 072.
Tel. Nos. : 022- 28515606/ 28528087/ 28516338
Fax No. : 022-28512885
E-mail: sharexindia@vsnl.com
Web Site: www.sharexindia.com

Share Transfer System

Shares sent for transfer in physical to Sharex Dynamic (India) Private Limited (R&T Agents), are registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The Share Transfer Committee meets generally on a fortnightly basis to consider the transfer proposal. All requests for dematerialization of shares are processed by the Company and Sharex Dynamic (India) Private Limited within 21 days.

Dematerialisation of shares

Equity Shares of the Company can only be traded in dematerialized form, so it is advisable that the shareholders who have shares in physical form get their shares dematerialized. As on 31st March, 2014, 2,99,96,000 of Re. 1/- each comprising 99.98% of the total paid up share capital were held in dematerialized form with NSDL and CDSL.

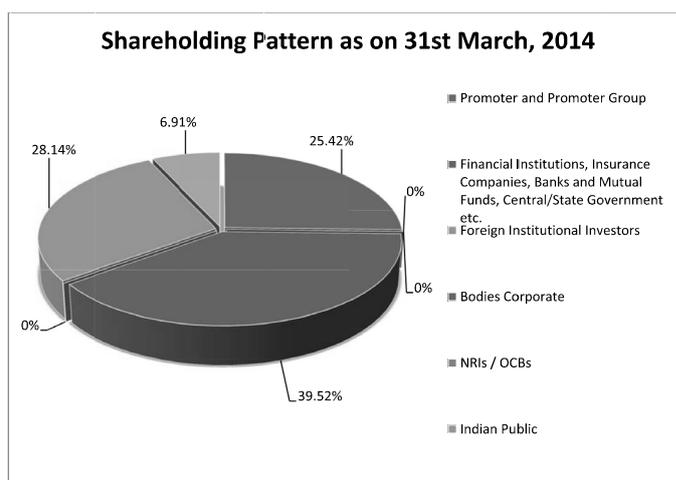
There is no outstanding GDR/ADR/Warrant, Convertible Instruments etc. or any Conversation date, which is likely to impact on Equity Shares.

Distribution of Shareholding as on 31st March, 2014

No. of shares held	No. of shareholders	No. of shares held	% of Shareholding
1 to 100	72	2,493	0.01
101 to 200	16	2,722	0.01
201 to 500	26	10,111	0.03
501 to 1000	21	18,041	0.06
1001 to 5000	58	1,65,271	0.55
5001 to 10,000	85	7,01,165	2.34
10,001 to 1,00,000	152	49,51,145	16.50
1,00,001 to above	56	2,41,49,052	80.50
TOTAL	486	3,00,00,000	100.00

Shareholding Pattern as on 31st March, 2014

Category	No. of Shares held	% of holding
Shareholding of Promoter and Promoter Group		
Individuals / Hindu Undivided Family	66,44,010	22.15
Bodies Corporate	9,83,040	3.28
Sub Total	76,27,050	25.42
Public Shareholding		
Financial Institutions, Insurance Companies, Banks and Mutual Funds, Central/State Government etc.	0	0
Foreign Institutional Investors	0	0
Bodies Corporate	1,18,57,353	39.52
NRIs / OCBs	0	0
Indian Public	84,43,250	28.14
Clearing Members	20,72,347	6.91
Sub Total	2,23,72,950	74.58
Total	3,00,00,000	100.00



Plant/ Construction Location:

The Company is currently engaged in completion of a residential/ commercial project at Ramwadi Bail Bazar, Kalyan (West) undertaken with its proprietorship firm i.e. "Om Vasistha Developers" & also in process of completing a residential cum commercial complex at Dindoli within the limit of Surat Municipal Corporation with its partnership firm i.e. "Mark Developers".

DECLARATION ON CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. In terms of Clause 49 of Listing Agreement, the Company has received the annual affirmations with regard to the adherence to Code of Conduct from all Board Members and Senior Management of the Company, for the Financial Year 2013-14.

For NYSSA CORPORATION LIMITED
[Formerly known as "Ravinay Trading Company Limited"]

Date : 13th August, 2014
Place : Mumbai

Sd/-
R.V.Ruia
Director

CERTIFICATION BY DIRECTOR

I, **R. V. Ruia**, Director of **NYSSA CORPORATION LIMITED *[Formerly known as "Ravinay Trading Company Limited"]***, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - (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.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (b) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and there is no deficiency in the design or operation of such internal controls.
 - (i) There has not been any significant change in internal control over financial reporting during the Year;
 - (ii) There has not been any change in accounting policies during the year
 - (iii) There has not been any instance of fraud and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For NYSSA CORPORATION LIMITED
[Formerly known as "Ravinay Trading Company Limited"]

Date : 13th August, 2014
Place : Mumbai

Sd/-
R.V.Ruia
Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
NYSSA CORPORATION LIMITED
[Formerly known as "Ravinay Trading Company Limited"]

We have examined the compliance of conditions of Corporate Governance by NYSSA CORPORATION LIMITED, for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

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.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/ 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 CLB & Associates
Chartered Accountants

Sd/-
S. SARUPRIA
Partner
M.No. 035783

Date : 13th August, 2014
Place : Mumbai

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NYSSA CORPORATION LIMITED
[FORMERLY KNOWN AS RAVINAY TRADING COMPANY LIMITED.]

Report on the Financial Statements

We have audited the accompanying financial statements of NYSSA CORPORATION LIMITED [FORMERLY KNOWN AS RIVINAY COMPANY LIMITED] ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements 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;

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 221 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of section 274(1) (g) of the Act.

For CLB & Associates
Chartered Accountants
F. R. No. 124305W

Sd/-
S. Sarupria
Partner

M. No. 035783

Place: Mumbai
Date: 29/05/2014

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. Fixed Assets

- i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- ii) As explained to us, all the fixed assets have been physically verified by the management in phase periodical manner, which is in our opinion reasonable. No material discrepancies were noticed on such verification.
- iii) In our opinion none of the fixed assets has been disposed off by the company, however according to the information and explanation given to us the going concern status of the Company is not affected.

2. Inventories

- i) The Management has conducted physical verification of inventory at reasonable interval.
- ii) The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business,
- iii) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to book records.

3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weakness in such internal control system.

5. In our opinion and according to the information and explanations given to us and record examined by us there was no transaction in pursuance of such contract with parties exceeding in value Rupees five lakhs have been made.

6. According to the information and explanation given to us the Company has not accepted any deposits from the public during the year and, consequently the directives issued by the Reserve Bank of India and the provision of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.

7. In our opinion , the company has an internal audit system commensurate With the size and nature of its business.

8. According to the information given to us by the management, Maintenance of cost records under section 209(1) (d) of the companies Act, 1956 are not applicable to the company.

9. Taxes and Duties :

- i) According to the books and records as examined by us and according to the information and explanation given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth- tax, custom duty, excise duty, cess and other statutory dues applicable to it.
- ii) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax wealth tax, sales tax, customs duty, and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.
- iii) As at 31st March 2014, according to the records of the company and the information and explanation given to us, there are no disputed dues in respect of Sales Tax, Income Tax, Wealth Tax, Customs Duty, Excise Duty, and Cess.

10. The company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash loss during the current year and the immediately preceding financial year.
11. Based on the audit procedures and according to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to bank. The company has neither taken any loans from a financial institution nor issued any debentures.
12. Based on our examination of records and information and explanation 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. Therefore, the provision of the clause 4 (xii) of the Order are not applicable to the company.
13. The Company is not a chit fund / Nidhi/ Mutual benefit fund/ Society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The company has maintained proper records of transactions and contracts in respect of Investment in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name except for the shares which are lodged for transfer or pending to be received from the Company or lying with the Broker as certified by the management.
15. As per the information and explanations given to us, in our opinion the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. As per the information and explanations given to us by the management, the term loans have been applied for the purpose for which the loans were obtained.
17. According to 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.
18. The Company has not made any preferential allotment of shares to the parties or companies covered in the register maintained under Section 301 of The Companies Act, 1956.
19. The Company has not issued any debentures during the year and there are no debentures outstanding on at the year end, therefore the question of creation of Securities do not arise.
20. The Company has not raised any money through a public issue during the year.
21. According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

For CLB & Associates
Chartered Accountants
F. R. No. 124305W

sd/-

S. Sarupria
Partner
M. No. 035783

Place: Mumbai
Date : 29/05/2014

NYSSA CORPORATION LIMITED
Formerly known as Ravinay Trading Company Limited
BALANCE SHEET AS AT 31ST MARCH, 2014

(In ₹)

Particulars	Note No.	31.03.2014	31.03.2013
<u>I. EQUITY AND LIABILITIES</u>			
(1) Shareholder's Funds			
(a) Share Capital	1	30,000,000	30,000,000
(b) Reserves and Surplus	2	156,688,807	123,888,435
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	46,502,301	-
(b) Deferred Tax Liabilities (Net)	4	11,726	13,510
(3) Current Liabilities			
(a) Short-Term Borrowings	5	-	1,190,919
(b) Trade Payables	6	7,612,130	9,933,519
(c) Other Current Liabilities	7	111,944,677	125,006,228
(d) Short-Term Provisions	8	14,850,000	10,795,000
Total		367,609,641	300,827,611
<u>II. ASSETS</u>			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	53,650	63,230
(b) Non-Current Investments	10	116,011,719	52,866,920
(c) Long Term Loans and Advances	11	55,800,000	29,300,000
(2) Current Assets			
(a) Inventories	12	36,733,673	48,873,425
(b) Sundry debtors	13	42,909,846	119,857,257
(c) Cash and Cash Equivalents	14	2,807,162	1,659,501
(d) Short-Term Loans and Advances	15	113,249,323	48,148,253
(e) Other Current Assets	16	44,268	59,024
Total		367,609,641	300,827,611

Significant Accounting Policies & Notes on Accounts 26
The schedule referred above to form an integral part of the Balance Sheet in our report of even date.

For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board of

Sd/-
S. SARUPRIA
Partner
M.No. 035783

Sd/-
R. V. Ruia
(Director)

Sd/-
Ashish Kapoor
(Director)

Place: Mumbai
Date: 29th May, 2014.

NYSSA CORPORATION LIMITED
Formerly known as Ravinay Trading Company Limited
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(In ₹)

Particulars	Note No	F.Y. 2013-14	F.Y. 2012-13
I. Revenue from Operations	17	123,697,180	323,603,780
II. Other Income	18	7,447,933	1,787,091
III. Total Revenue (I +II)		131,145,113	325,390,871
IV. Expenses:			
Cost of Land, Plots & Constructed Properties & Development Rights	19	82,117,489	94,970,544
Purchase of Stock-in-Trade	20	41,705	17,895,992
Change in inventories of finished goods & work in progress	21	12,139,752	163,311,178
Employee Benefit Expense	22	2,035,808	1,507,080
Financial costs	23	6,335,914	148,622
Depreciation & Amortisation	24	24,336	25,326
Other Expenses	25	1,912,872	1,288,658
Total Expenses		104,607,876	279,147,399
V. Profit before exceptional and extraordinary items and tax	(III - IV)	26,537,238	46,243,472
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	26,537,238	46,243,472
VIII. Extraordinary Items		-	-
IX. Profit Before Tax	(VII - VIII)	26,537,238	46,243,472
X. Tax Expense:			
(1) Current Tax			
- Income Tax		4,600,000	9,550,000
(2) Earlier Year Tax			
- Short/(Excess) Provision of Tax		116,302	59,641
(3) Deferred Tax		(1,784)	10,286
(4) MAT Credit entitlement		(10,977,652)	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	32,800,371	36,623,546
XII. Earning per equity share:			
(1) Basic		1.09	12.21
(2) Diluted		1.09	12.21
Significant Accounting Policies & Notes on Accounts		26	
The schedule referred above to form an integral part of the Profit & Loss in our report of even date.			

For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board of

Sd/-
S. SARUPRIA
Partner
M.No. 035783

Sd/-
R. V. Ruia
(Director)

Sd/-
Ashish Kapoor
(Director)

Place: Mumbai
Date: 29th May, 2014.

NYSSA CORPORATION LIMITED
Formerly known as Ravinay Trading Company Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

(In ₹)

	31.03.2014 ₹	31.03.2013 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax from continuing operations	26,537,238	46,243,472
Profit before tax from dis-continuing operations	-	-
Profit before tax	26,537,238	46,243,472
Non-cash adjustment to reconcile profit before tax to net cash flows		
Share of (profit)/loss from investment in partnership firm	(4,151,123)	
Dividend received	(135,716)	(144,279)
Depreciation/amortization on continuing operation	9,580	10,570
Interest expenses	6,335,914	
Operating profit before working capital changes	28,595,893	
Movement in Working Capital :		
Increase/(decrease) in Inventory	12,139,753	163,311,178
Increase/(decrease) in Trade receivables	76,947,411	(119,857,257)
Increase/(decrease) in Current Liabilities	(12,518,858)	(19,045,681)
Increase/(decrease) in Other Current Assets	14,756	(59,024)
Direct taxes paid (net of refunds)	6,261,350	(9,609,641)
Net Cash Flow from Operating Activities(A)	111,440,305	60,849,338
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments in Partnership Firm	(64,051,124)	(27,390,595)
Share of (profit)/loss from investment in partnership firm	4,151,123	
Proceed from Sale of Debenture & Bonds	906,325	(52,046)
Income from Dividend	135,716	144,279
Purchased of Fixed Assets	-	(37,800)
Net Cash Flow from Investing Activities(B)	(58,857,960)	(27,336,162)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from long term borrowing	46,502,301	-
Increase in Advances Given	(26,500,000)	
Reduction in Advances Given		6,400,000
Increase in Short Term Loan & Advances	(65,101,070)	(38,968,918)
Interest Paid	(6,335,914)	-
Net Cash Flow from Financing Activities(C)	(51,434,683)	(32,568,918)
Net increase/(decrease) in cash & cash equivalents(A+B+C)	1,147,662	944,258
Cash and Cash equivalents (Opening Balance)	1,659,500	715,242
Cash and Cash equivalents (Closing Balance)	2,807,162	1,659,500

Previous year figure have been regrouped/ reclassified wherever necessary

For CLB & Associates
CHARTERED ACCOUNTANTS
FRN No. 124305W

For and on Behalf of the Board of

Sd/-
S. SARUPRIA
Partner
M.No. 035783

Sd/-
R. V. Ruia
(Director)

Sd/-
Ashish Kapoor
(Director)

Place: Mumbai
Date: 29th May, 2014.

NYSSA CORPORATION LIMITED
Formerly known as Ravinay Trading Company Limited
NOTES TO ACCOUNTS FOR YEAR ENDED MARCH 31, 2014

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary

NOTE 1: SHARE CAPITAL

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amt. (₹)	Number of shares	Amt. (₹)
(a) Authorised: 52,00,000 Equity Shares of ₹ 10/- each (Previous year 52,00,000 Equity Shares of ₹ 10/- each)	52,000,000	52,000,000	5,200,000	52,000,000
(b) Issued, subscribed and fully paid-up shares: 30,00,000 Equity Shares of ₹ 10/- each fully paid up (Previous year 30,00,000 Equity Shares of ₹ 10/- each)	30,000,000	30,000,000	3,000,000	30,000,000
Total Issued, subscribed and fully paid-up shares	30,000,000	30,000,000	3,000,000	30,000,000

(a) Reconciliation of the shares outstanding at the beginning and end of the reporting year

	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amt. (₹)	Number of shares	Amt. (₹)
Equity Shares At the beginning of the year	3,000,000	30,000,000	3,000,000	30,000,000
Add during the year	-	-	-	-
Addition due to Split in share from ₹ 10/- each to ₹ 1/- Each	27,000,000	-	-	-
Outstanding at the end of the year	30,000,000	30,000,000	3,000,000	30,000,000

Share were split from ₹ 10/- each to ₹ 1/- each with effect from 17th September 2013.

(b) Shares held by each shareholder holding more than 5% of equity share capital:

Name of the shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	% Shareholding	Number of shares	% Shareholding
Indianivesh Securities Pvt Ltd		-	168,090.00	5.60
Shailaji R Ruia	3,000,000	10.00	300,000	10.00
Rekha R Ruia	3,000,000	10.00	300,000	10.00
TOTAL [5% & above]	6,000,000	20.00	768,090	25.60

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would 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.

Note : 2 Reserve & Surplus

(In ₹)

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Capital Reserve As Per Last Balance sheet	1,024,970	1,024,970
2	Securities Premium Reserve As Per Last Balance sheet	42,750,000	42,750,000
3	Profit and loss Account As Per Last Balance sheet	80,113,465	43,489,918
	Add: Profit for the year	32,800,371	36,623,546
	Amount available for Appropriation	112,913,837	80,113,465
	Less: Appropriations	-	-
	Balance in Profit & Loss	112,913,837	80,113,465
	Total	156,688,807	123,888,435

Note : 3 Long Term Borrowings

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Secured United Bank of India Less: Maturity with in one year shown in note no. 7 under Other Current Liabilities.	68,503,537 25,031,236	
2	Unsecured Deposits	43,472,301 3,030,000	
	Total	46,502,301	-

Nature of Security

1. Secured by mortgage of three Commercial Shop 6,17 and 18 located at "Aum Supreme" Old Bail Bazar, Opp. H P Petrol Pump, Kalyan West, District-Thane

Note : 4 Deferred Tax

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Deferred Tax Liability Related to Depreciation	11,726	13,510
	Total	11,726	13,510

Note : 5 Short Term Borrowings

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Intercompany Loan	-	1,190,919
	Total	-	1,190,919

Note : 6 Trade Payables

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Sundry Creditors (Net of Advances)	7,612,130	9,933,519
	Total	7,612,130	9,933,519

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the year end together with interest paid/payable as required under the said Act could not be furnished.

Note : 7 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Current maturity of Long term debt	25,031,236	
2	Advances from Customers	81,119,077	117,871,225
3	Statutory Dues Payable	2,766,511	4,709,549
4	Bank Book OD	-	2,425,454
5	Deposits Against Maintance Charges	3,027,853	
	Total	111,944,677	125,006,228

Note : 8 Short Term Provisions

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	<u>Others</u>		
	Income Tax Provision	14,850,000	10,795,000
	Total	14,850,000	10,795,000

Note : 9 Fixed Assets

(In ₹)

Sr. No	Particulars	Gross Block (At Cost)				Depreciaton				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
I	Tangible Assets										
1	Computer & Printer	50,100	-	-	50,100	7,129	8,122		15,251	34,849	42,971
2	Fingerprint Biometric System	9,345	-	-	9,345	2,950	444		3,394	5,951	6,395
3	Camera	21,352	-	-	21,352	7,488	1,014	-	8,502	12,850	13,864
	SUB TOTAL (A)	80,797	-	-	80,797	17,567	9,580	-	27,147	53,650	63,230
	(Current Year)	80,797	-	-	80,797	17,567	9,580	-	27,147	53,650	63,230
	(Previous Year)	42,997	37,800	-	80,797	6,997	10,570	-	17,567	63,230	36,000

Note : 10 Non Current Investment (Fully Paid, at Cost)

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Trade Investment Unquoted Investment in Partnership Firm	11,57,91,719	5,17,40,595
1	Other Investment Quoted Investment in Equity Instrument Shree Vindhya Paper -4000 Share (MV as on 31.3.2014 & 31.03.2013 is NIL)	2,20,000	2,20,000
2	Unquoted ICICI Pru Flexible-Mutual Fund Unit	-	9,06,325
	Total	11,60,11,719	5,28,66,920

Investment in Partnership Firm M/s. Mark Developers

Sr. No	NAME OF PARTNER	% OF SHARING
1	Kantilal Shah	8.34
2	Ramesh R Sisodiya	8.33
3	Ravinay Trading Compant Ltd	75.00
4	Ronak R Shah	8.33

Note : 11 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Other Loans & Advances Unsecured, Considered Good Advance against Property Development Rights	5,58,00,000	2,93,00,000
	Total	5,58,00,000	2,93,00,000

Note : 12 Inventories

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Stock of Share (Value at Cost)	-	1,94,40,680
2	Work-in-Progress (Value as estimated and certified by the Management)	3,67,33,673	2,94,32,745
	Total	3,67,33,673	4,88,73,425

Note : 13 Trade Receivables

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
	Unsecured and Considered Good Outstanding for a period exceeding 6 month Other	2,90,03,555 1,39,06,291	10,89,04,064 1,09,53,193
	Total	4,29,09,846	11,98,57,257

Note : 14 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Bank Balance		
	Current Account with Scheduled Banks	8,41,170	3,13,158
	Sub Total (A)	8,41,170	3,13,158
2	Cash-in-Hand		
	Cash Balance	19,65,992	13,46,343
	Sub Total (B)	19,65,992	13,46,343
	Total [A + B]	28,07,162	16,59,501

Note :15 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
a	Unsecured, Considered Good Loan	8,70,47,138	4,70,50,000
b	Advance Tax	2,61,85,591	10,98,253
c	Other Advances	16,594	-
	Total	11,32,49,323	4,81,48,253

Note : 16 Other Current Assets

Sr. No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Unamortized Expenses (TO THE EXTENT NOT WRITTEN OFF) Preliminary Expenses	44,268	59,024
	Total	44,268	59,024

Notes Forming Part of the Profit and Loss Statement

(In Rs.)

Note : 17 Income from Operations

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Sale of Shares	1,07,25,040	1,88,38,851
2	Sale of FSI	-	8,00,16,000
3	Sale of Flats & offices	11,29,72,140	22,47,48,929
	Total	12,36,97,180	32,36,03,780

Note : 18 Other Income

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Dividend Income	1,35,716	1,44,279
2	Profit from Partnership Firm-Mark Developers	41,51,123	15,40,595
3	Discount Received	17,419	3,366
4	Balances written-off	-	98,851
5	Interest Received	75,042	-
6	Rent Income	30,48,633	-
7	Other Income	20,000	-
	Total	74,47,933	17,87,091

Note : 19 Cost of Land, Plots & Constructed Properties & Development Rights

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Building Lift	54,04,569	22,49,400
2	Building Material	30,28,148	26,92,570
3	Cement	44,30,706	63,04,451
4	Consultancy Charges	3,58,957	10,50,202
5	Door & Door Frames	5,28,172	15,12,300
6	Electrical Material	31,37,350	-
7	Electrical Work	13,29,189	40,56,037
8	Electricity Expenses	15,16,900	11,00,490
9	Fire Fighting	15,07,500	-
10	Flooring Materials	34,22,834	18,81,316
11	Glazing Work Labour Charges	-	21,57,472
12	Glazing Works	20,44,561	59,51,528
13	Granite	9,02,171	9,44,931
14	KDMC Charges	11,700	27,05,844
15	Open Land Tax	12,37,558	-
16	Other Expenses	80,49,212	20,77,060
17	Paint and Putty Exp.	27,29,180	6,29,235
18	Plumbing & Water Proofing Works	74,07,585	7,39,098
19	Property Tax	2,88,413	12,48,412
20	RCC Contractor's Charges	2,55,03,007	2,87,48,303
21	Siporex Blocks	10,29,032	25,16,459
22	Staircase Making Charges	98,290	3,64,242
23	Steal	19,84,792	1,48,58,194
24	TDR Cost	-	30,00,000
25	Tenant Cost	-	57,01,000
26	Tiles Fixning Charges	44,72,945	6,23,751
27	Transportaion Charges	6,34,005	9,83,485
28	Transportation of Building Materials	10,60,714	8,74,764
	Total	8,21,17,489	9,49,70,544

Note : 20 Purchase of Stock

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Purchase of Share	27,449	1,78,45,428
	Add:	-	-
	Stock Exchange charges	1,467	5,093
	STT Charges	10,770	38,591
	Services Tax	2,019	6,879
	Total	41,705	1,78,95,992

Note : 21 Change in Inventories

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Inventories at the beginning of the year		
	Finished goods	1,94,40,680	2,79,37,367
	Work in Progress	2,94,32,745	18,42,47,236
	Inventories at the end of the year		
	Finished Goods	-	1,94,40,680
	Work in Progress	3,67,33,673	2,94,32,745
	Total	1,21,39,752	16,33,11,178

Note : 22 Employment Benefit Expenses

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Salaries & Wages		
	Salaries & Wages	20,35,808	15,07,080
	Total	20,35,808	15,07,080

Note :23 Financial Cost

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Interest Expense	63,28,247	1,34,274
2	Bank Charges	7,667	14,348
	Total	63,35,914	1,48,622

Note :24 Depreciation & Amortization

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Depreciation on Tangible assets	9,580	10,570
2	Amortization of Expenses Amalgamation Expenses	14,756	14,756
	Total	24,336	25,326

Note : 25 Other Expenses

Sr. No	Particulars	F.Y. 2013-14	F.Y. 2012-13
1	Advertisement Expenses	89,468	52,426
2	Audit Fees	76,875	50,562
3	Breaking Works	1,42,531	76,110
4	BSE Annual Fees	28,090	28,054
5	Carpentry Works	1,38,639	56,356
6	Cleaning Work	15,050	1,08,999
7	Computer Repairs	4,450	1,800
8	Conveyance Expenses	32,453	-
9	D P Charges	1,075	1,488
10	Donation	-	11,000
11	Electric Supervision Charges	93,938	38,848
12	Insurance Charges	52,225	-
13	Internet Charges	9,814	5,141
14	Late Fees (VAT)	20,000	30,000
15	Legal Fees	2,78,699	1,17,345
16	Listing Charges	78,202	13,482
17	Office Expenses	16,775	-
18	Printing & Stationery Expenses	35,006	21,528
19	Professional & Legal Fees	47,280	40,065
20	Professional Tax	3,400	4,000
21	Registration Charges	39,000	-
22	Rent Paid	60,000	-
23	Repairs & Maintenance	29,525	84,223
24	ROC Fees	15,000	1,800
25	Security Expenses	5,40,381	4,34,807
26	Share transfer Fees	42,496	14,556
27	Telephone Expenses	22,500	9,090
28	Water Pump Motor	-	86,978
	Total	19,12,872	12,88,658

Schedule “26” SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FOR THE YEAR ENDED 31.03.2014:-

1. Significant Accounting Policies:-

- (a) Basis of Preparation of financial statements:
The financial statements are prepared under the historical cost convention, on accrual basis; in accordance with applicable mandatory accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.
- (b) Revenue recognition:
- A) Sale of plots is recognized in the financial year in which the condition of agreement to sell is fulfilled.
- B) Revenue from constructed properties-
- i. Assets given on perpetual lease are considered sold in the year in which the agreement to sell is executed and revenue is recognized on the percentage of completion method of accounting referred to in (ii) below.
- ii. Revenue from constructed properties is recognized on the “percentage of completion method”. Total sale consideration as per the agreements to sell constructed properties entered into is recognized as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 30 per cent or more of the total estimated project cost. Project cost includes cost of land, estimated construction and development cost of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.
- (c) Fixed Assets and Depreciation :
- a. Fixed Assets:
Fixed assets are stated at cost net of tax duty credits availed, accumulated depreciation and impairment losses where applicable. Cost comprises purchase price and all direct/indirect cost incurred to bring the asses to its working condition for its intended use.
- b. Depreciation:
Depreciation on fixed assets is provided under SLM method at the rates specified in Schedule XIV to the Companies Act, 1965
- (d) Investment:
Investments are of long-term nature and are valued at cost, and include all other expenses incurred on its acquisition and interest accrued thereon, if any less any permanent diminishing in the value of investment.
- (e) Use of estimates
The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and differences between actual results and estimates are recognized in the period in which the results are known/materialize
- (f) Provision, Contingent Liabilities and Contingent Assets:
Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.
- (g) Taxation:
Income-tax expenses comprises of Current Tax, and Deferred Tax charge or credit. Provision of Current Tax is made on the assessable income at the tax rate applicable to the relevant assessment year.
Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are

capable of reversal in one or more subsequent periods.

2) Notes to Accounts:-

i) The company has entered as a partner into partnership for development of land in and around Surat district of Gujarat in the name of M/s Mark Developers. The amount paid to this partnership, is classified as investment.

ii) Related Party Disclosure as per Accounting Standard 18 on "Related Party Disclosures":

(A) Names of the related parties and description of relationship:

Enterprises where control exist :

(i) Key Management Personnel

(a) Mr. Vivek Sharma

(ii) Associates Concern

(a) Mark Developers- Partnership Firm

(B) The following transaction was carried out with related parties in the ordinary course of business (Rupee in Lac):-

₹ in Lacs

	Partnership Firm		Key Management Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Investment in Firm	640.51	273.91	—	—	640.51	273.91
Payment for Development Rights	—	—	—	200.00	0	200.00

(C) Year End Balance

Amt in Lacs

Payable	Current Year	Pervious Year
Key Management Personnel	38.20	38.20
Investment in Firm	1157.92	517.41

iii) In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. In the opinion of the Board of directors, the provisions for all the liabilities are adequate and not in excess of the amounts considered reasonably necessary and there are no contingent liabilities outstanding on the balance sheet date.

iv) Earnings Per Share:

Particular	Current Year (₹)	Previous Year (₹)
Face Value Per Share	1	10
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	3,28,00,371	3,66,23,546
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	30,00,000
Earnings Per Share – Basic & Diluted	1.09	12.23

Earnings Per Share for current year is based on increase in number of share due to split in face value from ₹ 10/- each to ₹ 1/- each hence not comparable with the previous year.

v) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2014.

vi) The company has identified two reportable segments viz. Realty & Investment. Segments have been identified and reported taking into account nature of products & services, the differing risk and

returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- b) Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as "Unallocable".

(1) Primary Segment Information:

	Particular	Realty		Investment	
		2013-2014	2012-2013	2013-2014	2012-2013
1	Segment Revenue				
	External Turnover	1129.72	3047.61	139.79	189.82
	Less: Inter Segment	0		0	
	Net Turnover	1129.72	3047.61	139.79	189.82
2	Segment Result				
	Net profit before interest & Tax	354.46	528.56	(67.31)	(80.09)
	Less: Interest	63.28	1.45	0	
	Profit bmeore Tax	291.18	527.11	(67.31)	(80.09)
3	Other Information				
	Capital Employed (Assets –Liabilities)	912.42	1311.33	10.36	227.56

vii) Auditors remuneration & expenses charges to accounts:-

	2013-2014	2012-2073
Statutory Audit Fees	35,000/-	33,708/ -
Tax Audit Fees	15,000/-	16,854/-
Others	26,875/-	
TOTAL	76,875/-	50,562/-

- viii) Balances of debtors creditors and loan & advances are subject to confirmation
- ix) Additional information required vide Part II of Schedule VI of Companies Act, 1956 are either Nil or not applicable.
- x) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

For CLB & Associates
 CHARTERED ACCOUNTANTS
 FRN No. 124305W

Sd/-
S. SARUPRIA
 Partner
 M.No. 035783

For and on Behalf of the Board of
Ravinay Trading Company Limited

Sd/-
R. V. Ruia
 (Director)

Sd/-
Ashish Kapoor
 (Director)

Place: Mumbai
Date: 29 / 05 / 2014.

33rd Annual General Meeting
NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

[CIN :L70101MH1981PLC024341]

Registered office: 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road,
Goregaon (East), Mumbai – 400063.

Website www.ravinaytrading.com; email:ravinay.trading@gmail.com

ATTENDANCE SLIP

Regd. Folio No. _____ * DP ID No. _____ * Client ID No. _____

Name of the Member Mr. / Mrs. _____ Signature _____

Name of the Proxyholder Mr. / Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on **Monday, September 29, 2014 at 04.00 p.m.** at 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon (East), Mumbai – 400063.

Signature of Member/Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copy of the Annual Report to the meeting.

33rd Annual General Meeting
NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

[CIN :L70101MH1981PLC024341]

Registered office: 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road,
Goregaon (East), Mumbai – 400063.

Website www.ravinaytrading.com; email:ravinay.trading@gmail.com

Form No. MGT-11
FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act,2013 and Rule 19(3) of the Companies (Management and Administration) Rules,2014.]

Name of the member (s) :	Email Id :
Regd. Address :	Folio No. :
Email ID :	* DP Id :
Folio No./Client ID :	* Client Id :

** Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of _____ shares of Nyssa Corporation Limited *[Formerly known as "Ravinay Trading Company Limited"]* hereby appoint:

1. Mr./Mrs. _____ Email _____

Address : _____

Signature: _____, or failing him

2. Mr./Mrs. _____ Email _____
 Address : _____
 _____ Signature: _____, or failing him

3. Mr./Mrs. _____ Email _____
 Address : _____
 _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Monday, September 29, 2014 at 4.00 p.m. at 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (East), Mumbai – 400 063 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	No. of Shares held	For	Against
ORDINARY BUSINESS				
1.	Adopt of audited Financial Statements for the financial year ended March 31, 2014 and reports of the Board of Directors and the Auditors thereon;			
2.	Re-appointment of Ravindrakumar Ruia, who retires by rotation			
3.	Appointment of M/s. CLB & Associates, Chartered Accountants, Mumbai as Auditors			
SPECIAL BUSINESS				
4.	Appointment of Mr. Vivek Moolchand Sharma as an Independent Director			
5.	Special Resolution to authorize the Board to borrow monies upto a sum not exceeding Rs.50.00 crores.			
6.	Special Resolution to authorize the Board to create mortgage/charge for a sum not exceeding Rs.50.00 crores.			
7.	Special Resolution for alteration in the Articles of Association of the Company for adoption of Table F as per Companies Act, 2013.			

*** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Signature of the Member(s)

Affix One rupee Revenue Stamp
--

Signed this _____ day of _____ 2014

Notes:

1. The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate

33rd Annual General Meeting
NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

[CIN :L70101MH1981PLC024341]

Registered office: 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road,
Goregaon (East), Mumbai – 400063.

Website www.ravinaytrading.com; email: ravinay.trading@gmail.com

BALLOT/ POLL FORM

(The members who are not able to attend the 33rd Annual General Meeting can send their assent or dissent in writing in respect of the resolution set out in the Notice by sending the duly filled and signed ballot/ Poll Form to **Mr. Deep Shukla, Practicing Company Secretary (the Scrutinizer) at c/o. SHAREX DYNAMIC (INDIA) PRIVATE LIMITED, Unit: NYSSA CORPORATION LIMITED, Unit 1, Luthralndl. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai: 400 072** so as to reach him on or before September 23, 2014).

Name of the member (s) :	Email Id :
Regd. Address :	Folio No. :
Email ID :	* DP Id :
Folio No./Client ID :	* Client Id :

* *Applicable for investors holding shares in electronic form.*

Sr. No.	Resolutions	No. of Shares held	For	Against
	ORDINARY BUSINESS			
1.	Adopt of audited Financial Statements for the financial year ended March 31, 2014 and reports of the Board of Directors and the Auditors thereon;			
2.	Re-appointment of Ravindrakumar Ruia, who retires by rotation			
3.	Appointment of M/s. CLB & Associates, Chartered Accountants, Mumbai as Auditors			
	SPECIAL BUSINESS			
4.	Appointment of Mr. Vivek Moolchand Sharma as an Independent Director			
5.	Special Resolution to authorize the Board to borrow monies upto a sum not exceeding Rs.50.00 crores.			
6.	Special Resolution to authorize the Board to create mortgage/charge for a sum not exceeding Rs.50.00 crores.			
7.	Special Resolution for alteration in the Articles of Association of the Company for adoption of Table F as per Companies Act, 2013.			

I/ We hereby exercise my/our vote in respect of the Ordinary resolution / Special Resolution as specified in the Notice of Nyssa Corporation Limited dated August 23, 2014 to be passed through Ballot/ Poll for the businesses stated in the said Notice by conveying my/our assent or dissent to the said Resolution in the relevant box below:

Place:

Date:

Signature of Member/ Beneficial owner

BOOK-POST

If undelivered, please return to:

NYSSA CORPORATION LIMITED

[Formerly known as "Ravinay Trading Company Limited"]

002, Gulmohar Complex, Opp. Anupam Cinema,

Station Road, Goregaon (East), Mumbai 400063

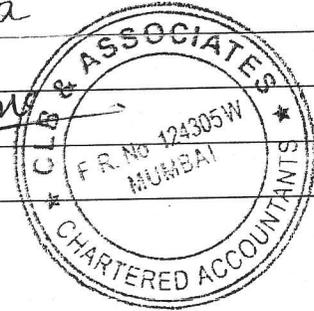
NYSSA CORPORATION LIMITED

002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon (East), Mumbai –
400063

CIN:L70101MH1981PLC024341

FORM A

1.	Name of the Company	Nyssa Corporation Limited
2.	Annual Financial Statements for the year ended	31st March,2014
3.	Type of Audit Observation	Un-qualified / Matter of Emphasis
4.	Frequency of Observation	N.A.
5.	To be signed by-	
	• CEO/Managing Director	<i>Ravindra</i>
	• CFO	—
	• Auditor of the Company	<i>[Signature]</i>
	• Audit Committee Chairman	—



For Nyssa Corporation Limited
[Formerly known as "Ravinay Trading Company Limited"]

Ravindra

Ravindrakumar Ruia
Director
[DIN: 00035853]

