

45th

Annual Report
2011-2012



Many applications,
One Solution !



ROLCON

ENGINEERING CO. LTD.

(ISO 9001 : 2000 Company)



BOARD OF DIRECTORS

Smt. Sushila S. Patel	Chairperson
Shri Suresh H. Amin	Managing Director
Shri Ashish S. Amin	Joint Managing Director
Shri Ashok Krishnadas	Director
Shri Kailashchandra K. Seksaria	Director
Shri Knut Bovenkamp	Director
Smt. Daksha S. Amin	Director
Shri Anil D Gandhi	Director

AUDITORS

THACKER BUTALA DESAI

Chartered Accountants

Navsari, Gujarat.

BANKERS

STATE BANK OF INDIA

CORPORATION BANK

REGISTERED OFFICE

Anand - Sojitra Road

Vithal Udyognagar - 388 121.

Ta. & Dist. Anand (Gujarat) India.



NOTICE

Notice is hereby given that the **45th Annual General Meeting** of the shareholders of **ROLCON ENGINEERING COMPANY LIMITED** will be held on **Thursday, the 19th July-2012**, at **3.00 p.m.** at the Registered Office of the Company at Vithal Udyognagar Ta. & Dist. Anand, Gujarat-388 121 to transact the following business;

ORDINARY BUSINESS:

- 1 To consider and adopt the Audited Balance Sheet as at 31st March 2012, the Statement of Profit & Loss for the year ended on that date, together with report of the Board of Directors and Auditors thereon.
- 2 To declare dividend.
- 3 To appoint a director in place of Mr. K.K. Seksaria, who retires by rotation, and being eligible, offers himself for re-appointment.
- 4 To appoint a director in place of Mr. Ashok Krishnadas, who retires by rotation, and being eligible, offers himself for re-appointment.
- 5 To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

- 6 To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

Reappointment of Mr. Suresh H Amin, Managing Director of the Company

“RESOLVED THAT, pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and all other

applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its consent and approvals to the re-appointment of Mr. Suresh H Amin, as Managing Director for a period of five years with effect from 2nd August 2012 to 1st August, 2017 on such terms and conditions and the remuneration / emoluments, as mentioned in the explanatory statement.”

- 7 To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

Reappointment of Mr. Ashish S Amin, Joint Managing Director of the Company

“RESOLVED THAT, pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its consent and approvals to the re-appointment of Mr. Ashish S. Amin, as Joint Managing Director for a period of five years with effect from 2nd August, 2012 to 1st August, 2017, on such terms and conditions and the remuneration / emoluments, as mentioned in the explanatory statement”.

By Order of the Board

Suresh H Amin
Managing Director

Place : Vithal Udyognagar

Date: 11th May-2012

Notes

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
- 3 An explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 relating to the Special Business is annexed hereto.
- 4 The Register of Members and Share Transfers Books of the Company will remain closed from Monday 16th July 2012 to Thursday 19th July 2012. (Both days inclusive).
5. Subject to the provisions of the Section 206A of the Companies Act, 1956 dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 19th July 2012 to those members whose names appear on the Register of Member as on 19th July 2012.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 6

Reappointment of Mr. Suresh H Amin as Managing Director:

Mr. Suresh H Amin was appointed as Managing Director of the Company by the Board of Directors and by Shareholders at their meeting dated 14th June, 2007 and 20th July 2007 respectively for the period of five years from 2nd August 2007 to 1st August 2012. The terms of appointment are getting expired on 1st August, 2012 and in view of long association and looking to the sound

health of Mr. Amin, subject to required approval of shareholders, the Board at its meeting held on 11th May, 2012 reappointed Mr. Amin for further period of five years w.e.f. 2nd August 2012 to 1st August, 2017, on the terms and conditions as stated hereunder:

1) Period of Appointment : 5 Years from 2nd August-2012

2) Remuneration :

I. Salary :

Rs.1,10,000/- per month with such further increment/s as may be determined by the Board of Directors from time to time in the Scale Rs1,10,000/- to Rs1,50,000/-

II. Commission:

Commission payable, in addition to the salary and perquisites @ 1.5% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 and 309 of the Companies Act, 1956. However such commission shall not exceed the annual salary.

III. Perquisites:

- (a) In addition to salary and commission the Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall



ceiling of remuneration stipulated in Section 198 and 309 of the Companies Act, 1956.

- (b) For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

- (c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- (d) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (e) Encashment of leave at the end of the tenure.

Perquisites stated in (c), (d) & (e) shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956.

IV. Minimum Remuneration:

Where in any financial year during the currency of the tenure of the Managing Director, the Company has not profit or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and any other allowance

not exceeding ceiling limit set out in Section II Part II of Schedule XIII to the Companies Act, 1956 as existing or any amendment made hereafter.

- 3) The terms and conditions of the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to managing and whole-time directors in accordance with Schedule XIII to the act or any amendments made hereafter.
- 4) The agreement may be terminated by either party giving the other party six months notice or the Company paying six months salary in lieu thereof.
- 5) The Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling agency of the Company. He shall not be interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.
- 6) The Managing Director shall be subject to the superintendence control and direction of the Board of Directors. He will be entrusted with substantial powers of management and will also perform such other duties as may from time to time be entrusted to him.

Mr. Amin is associated with the Company since inception and had taken keen interest in the progress/development of the Company.

In terms of the provisions of Part II of the said Schedule, the following information are furnished in

connection with the appointment of Mr. Amin.

I General Information

A Nature of Industry : The Company is engaged in medium size engineering goods manufacturing Industrial Chains and Sprocket for Transmission Chains, Conveyor, Elevator, Redler Automotive and Special purpose as per customers' requirements .

B Date or expected date of commencement of commercial production: The Company has long back started commercial production and progressing in a steady manner and also paying consistent dividend to the shareholders.

C In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus : Not applicable, as the company is very old and consist in its growth in terms of profitability. No financial facilities are availed of such nature from any of the financial institution.

D Financial performance based on given indicators : Not applicable.

E Export performance and net foreign exchange collaborations: Not applicable.

F Foreign investment or collaborations, if any: Not applicable.

II Information about the appointee :

A Background details: Mr. Amin qualified engineer having degree of "DIPLOM INGENIUR" (M.S.) from Brunschweig University of Germany. He has also taken practical training in well-known companies of Germany, viz. M/s Salzgitter Maschinen A.G., M/s Weser huttee and M/s Kohler and Bovenkamp, GmbH Co. (now known as M/s. KOBO - DONGHUA GmbH & Co.

KG.)

B Past Remuneration: Mr. Amin was drawing a remuneration of Rs.1,10,000/- in the Company for the F.Y.2011-12. Mr. Amin is associated with the Company since inception and joined the Company as Chief Engineer in the year 1967 then promoted to General Manager in the year 1975 and Technical Director in 1982 and since 1997 Mr. Amin is heading the Company in the capacity of Managing Director.

C Recognition or awards: During his tenure, the Company has received **Export Trophy** in the year 1992 & 1994 for the Excellent Performance in Export in the year 1987-88 & 1988-89 from Union Minister for Commerce Shri P. Chidambaram & Smt. Krishna Sahi

D Job Profile and his suitability: Mr. Amin, as Managing Director of the Company will in charge and responsibility for overall operations. With his vast experience of more than 45 years the business including at helm of the organization will be of immense value

E Remuneration proposed: As given above. In the event of loss or inadequacy of profits, the minimum remuneration proposed to be paid to Mr. Amin will be as set out in Schedule XIII Part II.

F Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would w.r.t. the country of his origin): As per norms prevailing in the industry is much on the higher size. Mr. Amin was getting Rs.1,10,000/-and only marginal rise has been given in the proposed terms of appointment.

G Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial



personnel, if any. Mr. Amin is relative (Daughter's husband) of Chairperson in terms of Section 6 of the Companies Act, 1956.

III Other Information :

- 1 Reasons of loss or inadequate profits.
Not applicable, as company is profit making and dividend paying.
- 2 Steps taken or proposed to be taken for improvement. Not applicable.
- 3 Expected increase in productivity and profits in measurable. Not applicable.

The Draft Agreement as proposed between the Company and Mr. Suresh H Amin is available for inspection by the members at the Registered Office of the Company between 10:00 am and 12:00 noon on any working day of the Company, till the date of Annual General Meeting.

Smt. Sushilaben S Patel, Mr. Ashish S Amin, Smt. Daksha S Amin and Mr. Suresh H Amin are said to be concerned and interested in the resolution. None of the other Directors is in any way concerned or interested in the above resolution.

This may be treated as an abstract of the terms of the appointment between the Company and Mr. Suresh H Amin, pursuant to Section 302 of the Act.

ITEM NO. :- 7

Appointment of Mr. Ashish S Amin as Managing Director

Mr. Ashish S. Amin was appointed as Joint Managing Director of the Company by the Board of Directors and by Shareholders at their meeting dated 14th June 2007 and 20th July 2007 respectively for the period of five years from 2nd August 2007 to 1st August 2012. The terms of appointment are getting expired on 1st August, 2012 and in view of expertise in Marketing,

General Administration, Technical expertise and business acumen of Mr. Amin, subject to required approval of shareholders and if required, approval of Central Government, Remuneration and Compensation Committee had at the meeting held on 11th May 2012 reappointed Mr. Ashish S Amin for further period of five years w.e.f. 2nd August, 2012 to 1st August, 2017, on the terms and conditions as stated hereunder:

1) Period of Appointment: 5 Years from 2nd August 2012

2) Remuneration :

I. Salary:

Rs. 1,25,000/- per month with such further increment/s as may be determined by the Board of Directors from time to time in the Scale Rs. 1,25,000/- to Rs. 1,50,000/-

II. Commission:

Commission payable, in addition to the salary and perquisites @ 1.25% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 and 309, of the Companies Act, 1956. However such commission shall not exceed the annual salary.

III. Perquisites:

- (a) In addition to salary and commission the Joint Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or

allowance for utilities such as gas, electricity, water, furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall ceiling of remuneration stipulated in Section 198 and 309 of the Companies Act, 1956.

(b) For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.

(d) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

(e) Encashment of leave at the end of the tenure.

Perquisites stated in (c), (d) & (e) shall not be included in the computation of the ceiling on remuneration specified in paragraph I of Section II of Part II of Schedule XIII of the Companies Act, 1956.

IV. Minimum Remuneration :

Where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has not profit or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and any other allowance not exceeding ceiling limit set out in Section II Part II of Schedule XIII to the Companies Act, 1956 as existing or any amendment made hereafter.

3) The terms and conditions of the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to managing and whole-time directors in accordance with Schedule XIII to the act or any amendments made hereafter.

4) The agreement may be terminated by either party giving the other party six months notice or the Company paying six months salary in lieu thereof.

5) The Joint Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling agency of the Company. He shall not be interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.

6) The Joint Managing Director shall be subject to the superintendence control and direction of the Board of Directors. He will be entrusted with substantial powers of management and will also perform such other duties as may from time to time be entrusted to him.



Information about the appointee :

(A) Background details: Mr. Ashish S. Amin is having degree of B.S. (Manufacturing, Operation, Production, and Planning Engineering) from Bradley University of U.S.A. He has, also a practical work experience of one year at F.C.A. Manufacturing as a Technical Consultant in U.S.A. During the span of last 15 years, Mr. Ashish S. Amin has expertise in the areas of Production, Planning, Marketing and General Administration. On account of his business expertise and Technical Know-how, the rapid and enviable growth of the Company can be attributed to his farsightedness.

(B) Past Remuneration: Mr. Ashish S. Amin was drawing remuneration of Rs.1,15,000/- in the Company for the F.Y.2011-12. Shri.Ashish S. Amin has joined the Company in February-1997 as a Technical Executive and subsequently promoted to Joint Managing Director in the year 1997 itself.

(C) Job Profile and his suitability: Mr. Ashish S. Amin, as Jt. Managing Director of the Company will in charge and responsibility for overall operations. With his vast experience of more than 15 years the business including at helm of the organization will be of immense value.

(D) Remuneration proposed: As given above. In the event of loss or inadequacy of profits, the minimum remuneration proposed to be paid to Mr. Ashish S. Amin will be as set out in Schedule XIII Part II.

(E) Comparative remuneration profile with respect to industry, size of the company; profile of the position and person (in case of expatriates the relevant details would w.r.t. the country of his origin): As per norms prevailing in the industry is much on the higher size. Shri.Ashish S. Amin was getting Rs.1,15,000/- and only marginal rise has been given in the proposed terms of appointment.

(F) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. Mr. Ashish S. Amin is relative (Daughter's Son) of Chairperson in terms of section 6 of the Companies Act, 1956.

The Draft Agreement as proposed between the Company and Mr. Ashish S. Amin is available for inspection by the members at the Registered Office of the Company between 10:00 am and 12:00 noon on any working day of the Company, till the date of Annual General Meeting.

Smt. Sushilaben S Patel, Mr. Ashish S Amin, Smt. Daksha S Amin and Mr. Suresh H Amin are said to be concerned and interested in the resolution. None of the other Directors is in any way concerned or interested in the above resolution.

This may be treated as an abstract of the terms of the appointment between the Company and Mr.Ashish S. Amin, pursuant to Section 302 of the Act.

By Order of the Board

Suresh H Amin

Managing Director

Place : Vithal Udyognagar

Date: 11th May-2012

DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present their report on the business and operations of your Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March-2012. The financial highlights for the year under review are given below:

WORKING RESULTS:

	Rupees in lacs	
	<u>2011-12</u>	<u>2010-11</u>
Income	3874.21	3384.78
Profit Before Depreciation & Tax	318.36	274.41
Less: Depreciation	129.98	115.33
Profit before Tax	188.38	159.08
Less: Provision for Taxation	71.67	53.62
Deferred Tax Assets	-10.58	-1.33
(Excess) / Short		
Provision of the earlier years	-0.81	6.24
Profit after Tax	128.10	100.55
Add:		
a) The amount brought forward from the last Year's account	475.26	416.16
Total available	603.36	516.71
APPROPRIATIONS :		
a) Proposed Dividend	22.68	22.68
b) Provision for Corporate Tax On Dividend	3.68	3.77
c) General Reserve	15.00	15.00
d) Balance carried forward	562.00	475.26
Total	603.36	516.71

DIVIDEND:

Your directors has recommended a dividend of Rs.3 per share, aggregating to (30%) for the current year. The dividend payout, if approved, will result in outflow of Rs. 26.36 Lacs inclusive of Rs. 3.68 Lacs for dividend tax.

PRODUCTION:

Chains and Sprockets:

The year under review has been another landmark year for your Company with all time high production and sales. For the first time in the history of the Company, Company has achieved sales target to Rs.3828.55 Lacs as against Rs.3337.88 Lacs of the previous year & profit before tax has reached to Rs.188.38 Lacs as against Rs.159.08 Lacs for the previous year.

WIND MILL:

During the year the Wind Mill has generated 82940 Units. Against the units generated at Lamba, Gujarat Electricity Board has given credit for equal units in consumption every month.

DIRECTORS' RESPONSIBILITY

STATEMENT

In compliance of Section 217(2AA) of the Companies Act, 1956, your Directors confirms that:

- 1 The applicable accounting standards were followed in the preparation of annual accounts of the year ended 31st March, 2012 along with proper explanation relating to material departure.
- 2 The accounting Policies are applied consistently to give a true and fair view of the state of affairs of the company as on 31st March 2012 and of the profit of the Company for the year ended on that date.
- 3 Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.



4 The Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

Provision of clause 49 of Listing Agreement in connection with Corporate Governance are not applicable to the company, since the paid up capital of the Company is less than Rs. 3.00 crores as well as the net worth of Company is below Rs.25 Crores.

CREDIT RATING:

During the year, as per the terms of RBI guidelines, the Company has got rating from SME Rating Agency of India limited as MSME 3, which indicates security of the Company as **"Above Average"**.

DISCLOSURE AS PER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

The required particulars are set out in the Annexure forming part of the report.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as at the Balance Sheet date. There was no deposit, which had matured and remained unpaid at the close of the year.

PARTICULARS OF EMPLOYEES:

There are no employees, as required to be included in accordance with Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended in 1988.

PERSONNEL :

The Strength of your Company lies in its

team of highly competent and highly motivated personnel and because of these industrial relations during the year has been cordial. Your Directors wish to place on record their appreciation for the devoted services rendered by the employees.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri. K.K Seksaria and Shri Ashok Krishnadas will retire by ration at the ensuing Annual General Meeting and they being eligible offers themselves for re-appointment.

AUDITORS:

Thacker Butala Desai, Chartered Accountants, Auditors of the company, retire at the conclusion of the Annual General Meeting and being eligible, offer themselves for re-appointment.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for overwhelming co-operation and assistance received from investors, customers, business associates, bankers, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve growth.

By Order of the Board

**Sushila S. Patel
Chairperson**

Place : Vithal Udyognagar

Date: 11th May-2012

**ANNEXURE TO THE
DIRECTORS' REPORT**

INFORMATION AS PER SECTION 217(1)(c) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH-2012.

A. CONSERVATION OF ENERGY:

Energy conservation measures taken:

- 1) Monitoring closely high energy consuming equipments.
- 2) Installation of capacitors bank for achieving optimum power factor.
- 3) Use of Stabilizers on entire factory lighting thereby achieving overall reduction in energy consumption.
- 4) Optimum uses of compressors & monitoring air losses
- 5) Impact of the measures of 1, 2, 3 & 4 above for reduction of energy consumption and consequent impact on the cost of production of goods. Saving in fuel cost was achieved.

B. TECHNOLOGY ABSORPTION:

Efforts made in technology absorption as per from -B of the Annexure to the rules

1) Research & Development (R & D)

(a) The Company has installed latest Centerless Grinding Machine, CNC-VTL Machines, Automatic Hydraulic Heavy Duty Presses & for better finishing of Chain Components, Gas Fired Flame Less Furnace with Oxygen probe for upgrading Heat Treatment process & Induction Heating Machine for improved wear life of chain Components. We are also installing SPMS to improve the repetitive accuracy and raise the production.

(b) R & D is striving to improve quality of the chain to the latest standards and for achieving this, we have

already installed Latest Equipments and new Testing & Measuring Equipments viz. Fatigue Testing Machine, Wear Testing Machine, Spectroscope, Ultrasonic Tester, Magnetic Crack Detector etc.

2) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

a) Latest technology for manufacture of Chains and Sprockets which has been implemented as per International Standard in consultation with our technical collaborator M/s. KOBODONGHUA GmbH & CO. KG, GERMANY.

b) Company has obtain ISO 9001-2008 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.

c) API License No. 7F-0017 issued by American Petroleum Institute to use API Monogram on Chain use in Oil Exploration activity by ONGC & Oil India Corporation.

3) Foreign Exchange Earnings and Outgo:

(a) Activities relating to exports initiatives taken to increase export, development of new export markets for products and services and export plans.

Efforts are being made to increase the export to different countries.

(b) Total foreign exchange used and earned:

Used : Rs.1,74,13,729/-

Earned : Rs.1,03,96,671/-

On behalf of the Board

**Sushila S. Patel
Chairperson**

Place : Vithal Udyognagar

Date: 11th May-2012



COMPLIANCE **CERTIFICATE**

[As per rule 3 of the Companies
(Compliance Certificate) Rules, 2001]

Registration No. of the Company : 04-1439
Nominal Capital: Rs.1, 50, 00,000/-

To,
The Members
Rolcon Engineering Company Limited,
Vithal Udyognagar,
Anand-Gujarat, India.

We have examined the registers, records, books and papers of Rolcon Engineering Company Ltd., (the Company) as required to be maintained under the Companies Act, 1956, (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 beginning from 1st April, 2011 and ended on 31st March, 2012 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year;

1 The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and entries therein have

been recorded.

- 2 The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies at the time stated in the above annexure.
- 3 The Company being a public Limited Company, comments are not required.
- 4 The Board of Directors duly met four times on 28th April, 2011, 28th July, 2011, 10th November, 2011 and 27th January, 2012 in respect of which meetings, proper notices were given and the proceedings were properly recorded.
- 5 The Company closed its Register of members from Monday, 25th July, 2011 to Thursday, 28th July, 2011 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
- 6 The Annual General Meeting for the financial year ended on 31st March-2011 was held on 28th July, 2011 after giving due notice to the members of the Company and the resolutions passed thereat duly recorded in Minutes Book maintained for the purpose.
- 7 No Extra Ordinary General Meeting was held during the year under review.
- 8 The Company has not advanced any loan to its Directors and/ or persons or firms or Companies referred in the

Section 295 of the Act.

- 9 The Company has complied with the provisions of Section 297 of the Act in respect of the contracts specified in that section.
- 10 The Company has made necessary entries in the register maintained under Section 301 of the Act.
- 11 As, there were no instances falling within the preview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
- 12 The Company has not issued any duplicate share certificates during the financial year.
- 13 (i) The Company has delivered all the certificates on transfer of securities.

ii) The Company has deposited the amount for unpaid dividend in separate Bank Accounts specially opened for the purpose with Corporation Bank. During the year, the Company has also sent reminders to the shareholders for claiming their unpaid dividend and the responses from some of the Share Holders have been received against which Company has paid the dividend.

(iii) The Company has paid/posted warrants by issue of Cheques and demand draft for dividends to all the members of the company within period of 30 days from the date of declaration. There are few cases where in the dividend

warrants have not cleared / return from the postal authority. It is informed by the management of the company that the reminder letters to such shareholders have been sent. The appropriate amount against unclaimed dividend has been set aside to secure payment to such shareholders .

- (iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
- (v) The Company has complied with the requirements of Section 217 of the Act.
- 14 As the Company has already appointed Managing Director and Joint Managing Director with the approval of the Shareholders, the terms of which are valid, hence no re-appointment either of Managing Director or Joint Managing Director were made.
- 15 The Company has not appointed any sole selling agents during the financial year.
- 16 The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act



- during the financial year.
- 17 The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant of the Act and the rules made thereunder.
- 18 The Company has not issued any shares, debentures or other securities during the financial year.
- 19 The Company has not bought back any shares during the financial year.
- 20 The Company has not redeemed any preference shares or debentures during the financial year.
- 21 There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights share and bonus shares pending registration of transfer to shares.
- 22 The Company has not invited/accepted any deposits including unsecured loans falling within the preview of Sections 58A during the financial year.
- 23 The Company has not made any loans or investment or given guarantees or provided securities to other bodies corporate as per Section 372A of the Act and consequently no entries have been made in the register kept for the purpose.
- 24 The Company has not altered the provision of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
- 25 The Company has not altered the provisions of the Memorandum with respect to the objects of the Company
- during the year under scrutiny.
- 26 The Company has not altered the provision of the Memorandum with respect to name of the Company during the year under scrutiny.
- 27 The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
- 28 The Company has not altered its Articles of Associations during the year under scrutiny.
- 29 As per the information given by the management, no prosecution has been initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
- 30 The Company has not received any security deposits from its employees during the financial year.
- 31 The Company has not constituted for its employees, Provident Fund scheme of its own, as per the meaning of Section 418 of the Act.

**For, Surendra Tamboli & Associates
Company Secretaries**

(Surendra Tamboli)

Proprietor

Place : Vadodara

Date : 11th May, 2012

ANNEXURE 'A'

Registers as maintained by the Company

1. Register of Members u/s 150
2. Register of Transfers
3. Register of Directors, Managing Director, Manager and Secretary u/s 303
4. Register of Director Shareholding u/s 307
5. Register of contracts, companies and firms in which Directors etc. are interested u/s 301 (3)
6. Register of charges u/s 143
7. Minutes of Meeting of Board of Directors
8. Minutes of General Meeting.

ANNEXURE 'B'

Forms and Returns as filed by the Company with the Register of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2012.

Sr. No.	Form No./ Return	Filed u/s.	For	Date of Filing	Whether filed within prescribed time Yes/No.	If delay in filling, whether requisite additional fees paid Yes/No.
1.	Annual Return	159 Form- 20B	The Financial Year ended 31-03-2011	19/11/11	No	Yes
2.	Balance Sheet	220 (1) Form.23AC	The Financial Year ended 31-03-2011	22/11/11	Yes	N.A.
3.	Compliance Certificate	383A (1) Form -66-Form CC	The Financial Year ended 31-03-2011	08/08/11	Yes	N.A.
4.	Form17	138	Satisfaction of Charges-Charge ID 10092547	28//11/11	Yes	N.A.
5.	Form17	138	Satisfaction of Charges-Charge ID 10092546	28//11/11	Yes	N.A.
6.	Form17	138	Satisfaction of Charges-Charge ID 10128321	28//11/11	Yes	N.A.



AUDITORS' REPORT

**TO,
THE SHAREHOLDERS,
ROLCON ENGINEERING CO. LTD.,
VITHAL UDYOGNAGAR**

1. We have audited the attached Balance Sheet of **ROLCON ENGINEERING COMPANY LIMITED** as at 31st March, 2012 and also the Statement of Profit & Loss as well as Cash Flow Statement of the Company for the year ended on that date annexed thereto. These Financial Statements are the responsibility of Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles, used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the amended Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of subsection (4A) of Section 227 of the Companies Act, 1956, we annex here to a statement on the matters specified in paragraphs 4 & 5 of the said Order.

Further to our comments in the annexure referred to in paragraph 3 above, we report that:

- (1) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (2) In our opinion, proper books of account

as required by law have been kept by the Company so far as it appears from our examination of those books.

- (3) The Balance Sheet and Statement of Profit & Loss dealt with by this report are in agreement with the books of account.
- (4) In our opinion, the Balance Sheet and Statement of Profit & Loss dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of the Section 211 of the Companies Act, 1956.
- (5) On the basis of written representation received from the Directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) to Section 274 of the Companies Act, 1956.
- (6) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (b) In the case of Statement of Profit & Loss, of the profit of the Company for the year ended on that date and
 - (c) In the case of Cash Flow Statement of the cash flows for the year ended on that date.

**For, THACKER BUTALA DESAI
Chartered Accountants**

**M.T.Desai
Partner**

**Membership No. 030911
Firm Regi No. 110864W**

Place: Navsari

Date : 17th May-2012

ANNEXURE TO THE AUDITORS' REPORT

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

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) Fixed Assets have been physically verified by the management at reasonable intervals, no material discrepancies were noticed on such verification
- (c) No substantial part of Fixed Assets has been disposed off during the year;
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures 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.
- (c) According to information and explanation given to us, the discrepancies noticed on verification between the physical stock and book were not material.
- (iii) (a) The Company has not granted any Loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4 (iii)(b) to (d) of the Order are not applicable.
- (e) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provision of clauses 4 (iii) (f) and 4(iii) (g) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw materials, including components, plant and machinery, equipment and other assets and with regard to the sales of goods & services. We have not noticed any continuing failure to correct major weakness in internal control system.
- (v) (a) In our opinion and according to the information and explanations given to us, the Company has entered the particulars of contracts or arrangements that need to be entered in to a register in pursuance of Section 301 of the Act.
- (b) According to the information and explanations given to us, each of these transactions made in pursuance of such contracts or arrangements have been made at price which are reasonable having regard to the prevailing market price at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an Internal Audit System commensurate with the size and nature of its business.
- (viii) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956, for any of the products of the Company.
- (ix) (a) According to the records of the Company, the Company is regular in-depositing undisputed statutory dues including Provident Funds, Investor Education and Protection Fund, Income Tax, Central Sales/ Vat Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities. We are informed that the Employees State Insurance Scheme is not applicable to the Company. No undisputed amount payable in respect thereof were outstanding at year end for a



- period of more than 6 months from the date they become payable.
- (b) According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, there are no dues of Income Tax, CST, VAT, Wealth Tax, Custom Duty and Cess which have not been deposited on account of any dispute.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) According to our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to any Financial Institution or Bank. The Company has not issued any Debenture.
- (xii) The Company has not granted any loans against security by way of pledge of shares, debentures and other securities, so the question of deficiency does not arise.
- (xiii) As the Company is a manufacturing company, the provisions of any special statute applicable to chit fund are not applicable. Accordingly, the provision of sub-clause 4C (xiii) of the Order is not applicable.
- (xiv) The Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of clause 4 (xiv) of the Order is not applicable.
- (xv) The Company has not given any guarantee for loans taken by others from banks or Financial Institutions. Therefore, the question of terms and conditions whereof are prejudicial to the interest of the Company does not arise.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans obtained during the year under review have been applied for the purpose for which they were obtained.
- (xvii) In our opinion and according to the information and explanations given to us, and on an 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.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year under review.
- (xix) The Company has not issued any debentures during the year. Therefore, the question of creation of securities or charges in respect thereof does not arise.
- (xx) The Company has not made any public issue during the year. Therefore, the question of disclosure and verification of end use of money so raised does not arise.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statement and as per information and explanations given by the management, no material frauds on or by the Company were noticed or reported during the year under review.

For, THACKER BUTALA DESAI

Chartered Accountants

M.T.Desai

Partner

Membership No. 030911

Firm Regi No. 110864W

Place: Navsari

Date : 17th May-2012

BALANCE SHEET AS AT 31st MARCH, 2012

(Amt. in Rs.)

PARTICULARS	Note No	As at March 31,	
		2012	2011
		Amount	Amount
I. EQUITY AND LIABILITIES:			
(1) Shareholder's Funds			
a) Share Capital	1	7,560,000	7,560,000
b) Reserves & Surplus	2	111,817,276	101,642,872
		119,377,276	109,202,872
(2) Non-Current Liabilities			
a) Long-term borrowings	3	909,247	393,800
b) Other Long term liabilities	4	NIL	NIL
c) Long term provisions	5	NIL	NIL
		909,247	393,800
(3) Current Liabilities			
a) Short-term borrowings	6	1,009,581	NIL
b) Trade payables	7	51,757,358	57,787,545
c) Other current liabilities	8	18,056,181	12,785,807
d) Short-term provisions	9	4,458,926	4,606,528
		75,282,046	75,179,880
Total		195,568,569	184,776,552
II. ASSETS:			
(1) Non-current Assets			
a) Fixed assets	10		
(i) Tangible assets		58,192,407	58,554,007
(ii) Intangible assets		NIL	NIL
b) Non-current investments	11	13,750	13,750
c) Deferred Tax Assets (Net)	12	2,056,817	998,995
d) Other Non current Assets	13	2,929,088	2,015,254
		63,192,062	61,582,006
(2) Current Assets			
a) Inventories	14	22,292,544	20,988,021
b) Trade receivables	15	67,712,742	56,575,529
c) Cash and Bank Balances	16	39,694,006	42,118,585
d) Short-term loans and Advances	17	1,139,755	1,722,178
e) Other current assets	18	1,537,460	1,790,233
		132,376,507	123,194,546
Total		195,568,569	184,776,552

The accompanying notes are an integral part of Financial Statements
As per our report of even date attached herewith

For, **THACKER BUTALA DESAI**

Chartered Accountants

M.T.Desai

Partner

(Membership No. 030911)

(Firm Regi. No. 110864W)

Place : Navsari

Date : 17th May-2012

Chairperson : **Sushila S.Patel**

Managing Director : **S.H.Amin**

Jt.Managing Director : **A.S.Amin**

Directors : **A. D. Gandhi**

: **Ashok Krishnadas**

: **K.K.Seksaria**

: **Daksha S. Amin**

Place : Vithal Udyognagar

Date : 11th May - 2012

Statement of Profit and Loss for the Year ended 31st MARCH, 2012

(Amt. in Rs.)

PARTICULARS	Note No	As at March 31,	
		2012	2011
		Amount	Amount
I. Revenue from Operations			
a) Sales :			
Chains		322,915,984	278,239,383
Sprockets		77,283,496	77,423,792
Exports		10,203,920	3,369,287
		410,403,400	35,903,2462
less : Excise Duty		35,901,913	3,313,3597
		374,501,487	325,898,865
b) Other Operating Revenue	19	8,353,119	7,888,739
II. Total Revenue form Operations (a+b)		382,854,606	333,787,604
III. Other Income	20	4,565,964	4,690,604
IV. Total Revenue	(II+III)	387,420,570	338,478,208
V. Expenses :			
a) Cost of Materials Consumed	21	190,800,202	163,828,760
b) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	22	1,113,179	(897,630)
c) Other Operating Expenses	23	70,223,784	64,162,278
d) Employee Benefit Expenses	24	47,900,383	44,372,913
e) Finance Costs	25	406,809	396,847
f) Depreciation & Amortisation Expenses	10	12,997,843	11,533,054
g) Other Expenses	26	45,140,551	39,174,366
Total Expenses (a+b+c+d+e+f+g)		368,582,752	322,570,588
VI. Profit before exceptional and extraordinary items and tax	(IV-V)	18,837,818	15,907,620
VII. Exceptional items		NIL	NIL
VIII. Profit before extraordinary items and tax	(VI-VII)	18,837,818	15,907,620
IX. Extraordinary items		NIL	NIL
X. Profit before tax	(VIII-IX)	18,837,818	15,907,620
XI. Tax expense.			
a) Current Tax		7,167,000	5,362,000
b) Deferred Tax Charge / (Credit)		(1,057,822)	(132,437)
c) Short / (Excess) Provision for Taxes of Earlier Years		(81,689)	623,664
XII. Profit (Loss) for the period from Continuing Operations	(X-XI)	12,810,330	10,054,393
XIII. Profit /(Loss) from Discontinuing Operations		NIL	NIL
XIV. Tax Expense of Discontinuing Operations		NIL	NIL
XV. Profit /(Loss) from Discontinuing Operations After Tax	(XIII-XIV)	NIL	NIL
XVI. Profit / (Loss) for the period	(XII-XV)	12,810,330	10,054,393
XVII. Earning per equity share :			
(a) Basic	31	16.94	13.30
(b) Diluted	31	16.94	13.30

The accompanying notes are an integral part of Financial Statements
As per our report of even date attached herewith

For, THACKER BUTALA DESAI
Chartered Accountants

M.T.Desai
Partner
(Membership No. 030911)
(Firm Regi. No. 110864W)

Place : Navsari
Date : 17th May, 2012

Chairperson : **Sushila S.Patel**
Managing Director : **S.H.Amin**
Jt. Managing Director : **A.S.Amin**
Directors : **A. D. Gandhi**
 : **Ashok Krishnadas**
 : **K.K.Seksaria**
 : **Daksha S. Amin**

Place : Vithal Udyognagar
Date : 11th May, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED AT 31st MARCH, 2012

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
(A) Cash Flow From Operating Activities :		
1. Net Profit Before Tax	18,837,818	15,907,620
2. Adjustments For :		
(i) Depreciation and Amortisation	12,997,843	11,533,054
(ii) Interest Expenses	191,821	297,172
(iii) Interest/Dividend Income	(3,609,690)	(3,521,185)
(iv) Unrealised Foreign Exchange (Gain) / Losses	(223,747)	33,711
(v) Loss / (Profit) on Sale of Investment	NIL	118,380
(ix) Loss / (Profit) on Sale of Assets	NIL	(547,665)
Operating Profit before Working Capital Changes (1+2)	28,194,046	23,821,087
3. Adjustments for Working Capital changes :		
(i) <u>Trade & Other Receivables</u>		
* (Increase) / decrease in Trade receivables	(11,137,214)	(6,663,365)
* (Increase) / decrease in Short term Loans and Advances	582,423	693,457
* (Increase) / decrease in Other Current Assets	252,773	(909,288)
* (Increase) / decrease in Other Non-Current Assets	(913,834)	1,789,797
(i) <u>Trade & Other Payables</u>		
* (Increase) / decrease in Trade Payables	(6,030,187)	(6,663,365)
* (Increase) / decrease in Short term Provisions	(147,602)	(268,001)
* (Increase) / decrease in Current Liabilities	5,270,375	3,003,636
(iii) (Increase) / decrease in Inventories	(1,304,523)	(9,719,590)
Cash Generated From Operations	14,766,258	18,224,674
4. Less : Direct Taxes Paid	(6,852,802)	(6,171,462)
5. Misc. Expenditure	NIL	NIL
Net Cash From Operating Activities [A]	7,913,455	12,053,212
(B) Cash Flow From Investing Activities :		
Purchase of Fixed Assets	(12,636,244)	(29,627,332)
Sale of Fixed Assets	NIL	1,302,525
Sale of Investments	NIL	4,881,620
Interest Received	3,609,690	3,344,753
Dividend Received	NIL	176,432
Net Cash From Investing Activities [B]	(9,026,554)	(19,922,002)
(C) Cash Flow From Financing Activities :		
Proceeds From Long Term Borrowings	515,447	393,800
Proceeds From Other Borrowings	1,009,821	NIL
Interest Paid	(191,821)	(297,172)
Dividend Paid (Incl. tax thereon)	(2,644,686)	(3,526,913)
Net Cash From Financing Activities [C]	(1,311,480)	(3,430,285)
(D) NET INCR./ (DECR.) IN CASH & CASH EQUIVALENTS (A+B+C)	(2,424,579)	(11,299,076)
(E) Cash & Cash Equivalents at beginning of the year	42,118,858	53,417,661
(F) Cash & Cash Equivalents at the end of the year	39,694,006	42,118,585

CASH FLOW STATEMENT FOR THE YEAR ENDED AT 31st MARCH, 2012

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
1. Components of Cash & Cash Equivalents		
Cash on hand	79,821	129,511
Cheques on hand	NIL	NIL
Balances with banks		
- In Current Accounts	4,999,158	12,286,560
- In Margin Money	NIL	NIL
- In Fixed Deposit Account	34,583,157	29,666,484
- Unclaimed share application Money lying in escrow account	NIL	NIL
- Unclaimed Dividend Account	31,870	36,030
2. Cash and cash equivalents include amount not available for immediate use		
a) In Margine Money and Fixed Deposit Accounts	6,000,000	6,000,000
b) Unclaimed Dividend Account	31,870	36,030
3. Interest paid is exclusive of and purchase of fixed assets is inclusive of interest capitalised		
4. The above cashflow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the Institure of Chartered Accountants of India.		

As per our report of even date attached herewith

For, THACKER BUTALA DESAI
Chartered Accountants

M.T.Desai
Partner
(Membership No. 030911)
(Firm Regi. No. 110864W)

Place : Navsari
Date : 17th May, 2012

Chairperson : **Sushila S. Patel**
Managing Director : **S.H.Amin**
Jt. Managing Director : **A.S.Amin**
Directors : **A. D. Gandhi**
: **Ashok Krishnadas**
: **K.K.Seksaria**
: **Daksha S. Amin**

Place : **Vithal Udyognagar**
Date : 11th May , 2012

Notes forming an integral part of Financial Statements

NOTE 1 : SHARE CAPITAL

(Amt. in Rs.)

PARTICULARS	As at March 31,			
	2012		2011	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs. 10/- each	1460000	14,600,000	1460000	14,600,000
10% Redeemable Cumulative Preference Share of Rs. 100/- each	4000	400,000	4000	400,000
Total		15,000,000		15,000,000
Issued, Subscribed & Paid-Up				
Equity Shares of Rs. 10/- each fully paid up	756000	7,560,000	756000	7,560,000
Subscribed but not fully Paid-up	N.A.	N.A.	N.A.	N.A.
Total	756000	7,560,000	756000	7,560,000

PARTICULARS	Equity Shares		Preference Shares	
	2012		2011	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	756000	7,560,000	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	756000	7,560,000	-	-

Name of Shareholder holding more than 5% of Equity Shares	As at March 31,		As at March 31,	
	2012		2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :				
Sushilaben .S.Patel	80725	10.68	80725	10.68
Dakshaben s. Amin	93520	12.37	93520	12.37
Oriental Insurance Company	75600	10.00	75600	10.00
National Insurance Company	54000	7.14	54000	7.14
Neha M. Patel	70920	9.38	70920	9.38
Rupal N. Patel	47280	6.25	47280	6.25
Malay S. Shah	63040	8.34	63040	8.34
Ashish S. Amin	43350	5.74	43350	5.74

PARTICULARS	Aggregate No. of Shares As at March 31,				
	2012	2011	2010	2009	2008
Equity Shares :					
Fully paid up pursuant to contract (s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus Shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
Preference Shares :					
Fully paid up pursuant to contract (s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus Shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Unpaid Calls	Amount
By Directors	-
By Officers	-

Right, preferences and restrictions attached to shares :

Equity Shares : The company has one class of equity shares having a par value of Rs. 10 per shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTE 2 : RESERVES & SURPLUS

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
(a) Capital Redemption Reserve:		
Opening Balance	400,000	400,000
(+) Current Year Transfer	-	-
(-) Written Bank in Current Year	-	-
Closing Balance	400,000	400,000
(b) General Reserves :		
Opening Balance	53,716,806	52,216,806
(+) Current Year Transfer	1,500,000	1,500,000
(-) Written Bank in Current Year	-	-
Closing Balance	55,216,806	53,716,806
(c) Surplus :		
Opening Balance	47,526,066	41,616,359
(+) Net Profit/(Net Loss) For the Current Year	12,810,330	10,054,393
(-) Proposed Dividend	2,268,000	2,268,000
(-) Tax on Dividend	367,926	376,686
(-) Transfer to Reserves	1,500,000	1,500,000
Closing Balance	56,200,470	47,526,066
Total (a+b+c)	111,817,276	101,642,872

NOTE 3 : LONG TERM BORROWINGS

Secured		
Term Loans from Banks		
HDFC Vehicle Loans	909,247	393,800
Terms of Repayment :		
Repayable in Equated Monthly Installments (EMI)		
Secured by : Hypothecation of respective Vehicles		
Total	909,247	393,800

NOTE 4 : OTHER LONG TERM LIABILITIES

Deposits	-	-
Total	-	-

NOTE 5 : LONG TERM PROVISIONS

(a) Provisions or employee benefits		-
(b) Other Provisions of Long Term Nature		-
Total		-

NOTE : 6 SHORT TERM PROVISIONS

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
Secured		
Over Draft from Banks		
Overdraft from HDFC Bank (Against Lien of Fixed Deposits)	1,009,581	-
Total	1,009,581	

NOTE : 7 TRADE PAYABLES

(a) Trade Payables for Goods		
Due to SME	-	-
Due to Others	43,732,770	48,518,905
Due to Subsidiary	-	-
(b) Advance Form Customers		
Due to SME	-	-
Due to Others	7,019,628	7,799,470
Due to Subsidiary	-	-
(c) Trade Payables for Expenses		
Due to SME	-	-
Due to Others	1,004,960	1,469,170
Due to Subsidiary	-	-
Total	51,757,358	57,787,545

NOTE 8 : OTHER CURRENT LIABILITIES

Secured		
Current Maturity of Long Term Borrowings	920,100	363,444
Unsecured		
Other Payables	17,136,081	12,422,363
Total	18,056,181	12,785,807

NOTE 9 : SHORT TERM PROVISIONS

(a) Provisions for employee benefits		
Bonus	1,823,000	1,961,842
(b) Dividend Payable		
Proposed Dividend	2,268,000	2,268,000
Dividend Distribution Tax	367,926	376,686
Total	4,458,926	4,606,528

NOTE 10 : FIXED ASSETS



Fixed Assets	GROSS BLOCK AT COST				DEPRECIATION			NET BLOCK		
	Balance as at 1 April 2011	Additions	Deduction During the Year	Balance as at 1 March 2012	Balance as at 1 April 2011	Depreciation charge for the year	Deduction / Adjustment During the Year	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 31 March 2011
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
a. Tangible Assets :										
Land										
Land (free Hold Wind Mill)	493,702	-	-	493,702	-	-	-	-	493,702	493,702
Land (free Hold)	19,579	-	-	19,579	-	-	-	-	19,579	19,579
Buildings										
Office Buildings	3,164,471	144,345	-	3,308,816	1,504,890	83,235	-	1,588,126	1,720,690	1,659,581
Factory Buildings	23,232,233	3,969,145	-	27,201,145	5,797,764	1,919,016	-	7,716,780	19,484,598	17,434,469
Plant And Equipments										
Plant & Machinerics	113,813,356	4,016,635	-	117,829,991	85,395,256	8,218,342	-	93,613,599	24,216,392	28,418,100
Flameless Furnace	2,119,000	-	-	2,119,000	1,706,390	114,788	-	1,821,178	297,822	412,610
Turbine Air Ventilators	965,249	-	-	965,249	758,798	57,435	-	816,233	149,016	206,451
Wind Electric Generators	9,903,789	-	-	9,903,789	9,866,062	11,318	-	9,877,380	26,409	37,727
Gas Cylinders	147,732	-	-	147,732	147,551	72	-	147,624	108	181
Computer										
Computer Systems	2,279,920	57,700	-	2,337,620	1,822,314	197,369	-	2,019,683	317,937	457,606
Furniture & Fixtures										
Furniture & Fixtures	3,113,996	224,213	-	3,338,209	1,767,685	256,270	-	2,023,956	1,314,253	1,346,310
Ele. Fittings & Fixtures	2,157,461	174,878	-	2,332,339	839,347	188,983	-	1,028,330	1,304,009	1,318,114
Electrical Installations	2,030,747	656,445	-	2,687,192	1,244,188	147,988	-	1,392,176	1,295,016	786,559
Vehicles										
Vehicles	10,282,997	2,620,445	-	12,903,442	6,204,423	1,500,817	-	7,705,240	5,198,202	4,078,574
Office Equipment										
Office Equipments	3,006,196	233,738	-	3,239,934	1,577,993	213,090	-	1,791,083	1,448,851	1,428,203
Air Conditioners	1,206,771	538,700	-	1,745,471	750,528	89,119	-	839,648	905,823	456,243
Total	177,937,198	12,636,244	-	190,573,442	119,383,191	12,997,843	-	132,381,034	58,192,407	58,554,007
b. Intangible Assets	-	-	-	-	-	-	-	-	-	-
c. Capital Work in Progress	-	-	-	-	-	-	-	-	-	-
d. Intangible assets und devt.	-	-	-	-	-	-	-	-	-	-
Total	177,937,198	12,636,244	-	190,573,442	119,383,191	12,997,843	-	132,381,034	58,192,407	58,554,007

Disclosure pursuant to Note No. I (iv) and J (iii) of Part I of Schedule VI to the Companies Act, 1956

PARTICULARS	As at March 31,				
	2012	2011	2010	2009	2008
Assets details :	Amount	Amount	Amount	Amount	Amount
Balance as at 1 April	Nil	Nil	Nil	Nil	Nil
Impairment / Revaluation	Nil	Nil	Nil	Nil	Nil
Balance as at 31 March	Nil	Nil	Nil	Nil	Nil

NOTE 11: NON CURRENT INVESTMENTS

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
A Trade Investments	-	-
Total (A)	-	-
B Other Investments		
Investments in Equity Instruments	13,750	13,750
Total (B)	13,750	13,750
Total (A+B)	13,750	13,750

Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	13,750	13,750
Aggregate Market value of quoted investments	-	-

A. Details of Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully Paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' Basis of Valuation
			2012	2011			2012	2011	2012	2011		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
	The Karamsad Urban Co-Operative Bank	Other	600	600	Unquoted	Fully Paid			6,000	6,000	Yes	-
	Th Anand Urbank Co-Operative Bank Ltd.	Other	10	10	Unquoted	Fully Paid			250	250	Yes	-
	Th Charotar Gas Sahkari Mandli Ltd.	Other	15	15	Unquoted	Fully Paid			7,500	7,500	Yes	-
(b)	Investments in Government or Trust securities	-	-	-	-	-			-	-	-	-
(c)	Investments in Mutual Funds	-	-	-	-	-			-	-	-	-
	Total								13,750	13,750		

NOTE 12 : DEFERRED TAX ASSET (NET)

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
Deferred Tax Assets	2,056,817	9,98,995
Less : Deferred Tax Liabilities	-	-
Total	2,056,817	998,995

NOTE 13 : OTHER NON CURRENT ASSETS

Unsecured, considered good :		
Deposits	1,545,880	1,545,880
Advance for Capital Expenditure	1,383,208	469,374
Total	2,929,088	2,015,254

NOTE 14 : INVENTORIES

Stock-in trade (as taken, valued and certified by the Management)		
a. Raw Materials	19,251,706	16,834,004
b. Semi-Finished Goods	725,010	490,189
c. Finished Goods	2,315,828	3663,828
Total	22,292,544	20,988,021

NOTE 15 : TRADE RECEIVABLES

Unsecured, considered good :		
a. Trade receivables outstanding for a period less than six months from the date they are due for payment	61,195,102	54,607,785
b. Trade receivables outstanding for a period exceeding six months from the date they are due payment	6,517,640	1,967,744
Total	67,712,742	56,575,529

Trade Receivable stated above include debts due by : ←

Directors*	-	-
Other officers of the Company*	-	-
Firm in which director is a partner*	-	-
Private Company in which director is a member	-	-
Total	-	-

*Either severally or jointly

NOTE 16 : CASH AND BANK BALANCES

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2012	2011
	Amount	Amount
I. Cash & Cash Equivalents :		
a. Balances with banks	15,531,028	18,322,590
This includes :		
Unpaid Dividend A/c (C.Y. Rs. 31870/-, P.Y. Rs. 36030/-)		
Margin Money (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Security against Borrowings (C.Y. Rs. 6000000/-, P.Y. Rs. 6000000/-)		
Security against Gurantees (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Security against Other Commitments Gurantees (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Bank deposits with less than 3 months maturity (C.Y. Rs. 4500000/-, P.Y. Rs. Nil)		
b. Cheques, drafts on hand	-	-
c. Cash on hand	79,821	129,511
d. Others (specify nature)	-	-
II. Other Balances :		
Fixed Deposit Maturing after 3 months but before 12 months	24,083,157	23,666,484
This includes :		
Security against Borrowings (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Total	39,694,006	42,118,585

NOTE 17 : SHORT TERM LOANS & ADVANCES

Unsecured, considered good :		
a. Advance Recoverable in Cash or Kind	669,651	669,651
b. Loans & Advances to Staff	74,197	116,800
c. Inter Corporate Deposit	-	-
d. Advance to Suppliers - Others	-	188,190
e. Advance Pament of Income Tax (Net of Provisions)	395,907	747,537
Total	1,139,755	1,722,178

Short Term Loans & Advance stated above include advance given to :

Directors*	-	-
Other officers of the Company*	-	-
Firm in wich director is a partner*	-	-
Private Comapny in which director is a member	-	-
Total	-	-

*Either severally or jointly

NOTE 18 : OTHER CURRENT ASSETS

a. Interest Receivable	1,088,060	726,476
b. Cenvat Receivable (For Capital Goods)	308,240	949,905
c. Cenvat Receivable (For Other)	141,160	113,852
Total	1,537,460	1,790,233

NOTE 19 : OTHER OPERATING REVENUE

(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2012	2011
	Amount	Amount
Job Work income	294,047	401,389
Scrap Sales	8,059,072	7,487,350
Total	8,353,119	7,888,739

NOTE 20 : OTHER INCOME

Interest Income	3,609,690	3,344,753
Rent Income	30,000	6,000
Dividend Income	-	176,432
Net gain/loss on sale of Asset	-	547,665
Foreign Exchange Variation (Gain)	223,747	-
Income from Wind Electric Generators	495,920	614,084
Bad debt Written Off Recovered	206,607	-
Other Income	-	1,670
Total	4,565,964	4690,604

NOTE 21 : COST OF MATERIAL CONSUMED

Opening Stock	16,834,004	8,012,044
Add : Purchases during the Year	193,217,904	172,650,720
Sub Total	210,051,908	180,662,764
Less : Closing Stock	19,251,706	16,834,004
Total	190,800,202	16,382,8760

NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

Opening Stock : Semi - Finished Good	409,189	315,8189
Finished Goods	3,663,828	98,198
	4,154,017	3,256,387
Closing Stock : Semi - Finished Good	725010	490,189
Finished Goods	2315828	3,663,828
	3,040,838	4,154,017
(Increase)/ Decrease in Stock	1,113,179	(897,630)

NOTE 23 : OTHER OPERATING EXPENSES

Power & Fuel	28,110,365	21,618,693
Stores, Tools, Oil, & Packing Materials Consumed	19,543,053	194,864,96
Machining Charges	18,382,525	19,809,171
Clearing & Forwarding Expenses	824,460	706,014
Freight Inwards	3,359,442	2,526,193
Others	3,940	15,711
Total	70,223,784	64,162,278

NOTE 24 : EMPLOYEE BENEFIT EXPENSES

(AHL. III RS.)

PARTICULARS	Year ended March 31,	
	2012	2011
	Amount	Amount
Managerial Remuneration	2,970,000	2,772,000
Salaries & Wages	36,450,141	33,678,943
Contribution to Provident Fund	3,889,176	3,685,428
Staff Welfare Expenses	1,118,855	1,022,935
Exgratia / Bonus / Contribution to Superannuation Fund	2,289,716	2,226,107
Gratuity	11,824,95	987,500
Total	47,900,383	44,372,913

NOTE 25 : FINANCE COSTS

Interest : Fixed Period Loan	148,883	68,424
Others	42,939	228,748
Bank Charged	214,988	99,675
Total	406,809	396,847

NOTE 26 : OTHER EXPENSES

Rent	10,06,730	958,585
Rates & Taxes (Includes Wealth Tax C.Y. Rs.660/-, P.Y. Rs.16450/-)	2201.68	218,538
Stationery, Printing, Postage, Telephone etc.	2,411,722	2,408,921
Insurance Premium (Net)	617,600	414,525
Works & Office Exps.	1,132,672	967,318
Advertisement	302,266	211,503
Forwarding & Transport Charges	4,107,207	4,156,829
Commission to Distributors/Agents	7,620,094	9,022,233
Professional, Consultation & Legal Fees	3,211,203	2,813,742
Travelling & Conveyance	8,182,716	5,776,982
Computer Expenses	528,774	314,862
Repairs and Maintenance :		
1) Machinery	2,388,438	21,62,010
2) Buildings	5,436,855	3,050,933
3) Others.	4,934,709	2,361,835
Payment to Auditors	127,215	99,214
Donation	112,000	275,000
Subscription & Membership Fees	91,816	85,027
Garden Expenses	142,211	141,472
Liquidated Damages	623,544	582,699
Bab Debts Written off	45,722	1,044,185
Director Sitting Fees	42,500	50,000
Foreign Exchange Variation (Loss)	-	33,711
Service Tax	188,789	139,111
Sales Tax / Central Excise	86,341	96,210
Bank Charges - Others	869,329	1,084,133
Interest Expense - Others	210,461	55,650
Tender Fees	2,720	9,149
Festival expense	58,850	53,595
Security Service	437,898	468,014
Loss on Sales of Investment	-	118,380
Total	45,140,551	39,174,366

NOTE 27 : ACCOUNTING POLICIES:

Significant accounting policies adopted in the preparation and presentation of accounts are as under:

a) Basis of Accounts:

Accounts have been prepared on the basis of historical cost. The Company adopts the accrual system of accounting and the accounts are prepared on a going concern concept.

b) Fixed Assets:

Fixed assets are stated at cost less depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to working condition for its intended use. Financing cost if any relating to the acquisition of fixed assets for the period up to the completion of fixed assets for its intended use are included in the cost of the asset to which they relate.

c) Depreciation & Amortisation

Depreciation has been provided on WDV on all assets at the rates specified in Schedule XIV of the Companies Act, 1956. Depreciation is provided on pro-rata basis:

- i) From the date of additions on additions to fixed assets during the year and
- ii) Up to the date of disposal on disposal of fixed assets during the year.

d) Inventories:

Inventories are valued at the lower of cost or estimated net realizable value. The cost of inventories is generally arrived at on the following basis:

Raw Material and Stores :-

Weighted average cost

Stock in Process :-

Raw Materials at Weighted Average Cost & absorption of Labour and Overheads

Finished Goods :-

Raw Materials at Weighted Average Cost & absorption of Labour and Overheads

e) Accounting of Cenvat Credit:

Cenvat credit is taken on the basis of purchases and consumed at the time of clearance.

f) Foreign Currency Transaction:

- (1) Transaction in foreign currencies are generally recorded by applying to the foreign currency amount, the exchange rate existing at the time of the transaction.
- (2) Gains or losses on settlement, in a subsequent period of transactions entered into in an

earlier period are credited or charged to the Statement of Profit and Loss.

- (3) Monetary items denominated in foreign currencies at the year-end are restated at the year-end rates.

g) Retirement Benefits:

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised AS-15 issued by the ICAI, as follows:

PARTICULARS	Gratuity Funded Rs. in Lacs
Expense to be recognized in the Statement of Profit & Loss account for the year ended March 31, 2012	
Current Service Cost	9.53
Interest Cost	18.31
Employer Contribution	---
Expected return on Plan Assets	-7.24
Net Actuarial (Gains) / Losses	25.66
Past Service Cost	---
Settlement Cost	---
Total Expense	46.25
Net Asset / (Liability) recognized in the Balance Sheet at March 31, 2012	
Present value of Defined Benefit Obligation as at March 31, 2012	253.50
Fair value of plan assets as at March 31, 2012	72.93
Funded status { Surplus / (Deficit) }	-180.56
Net asset / (liability) as at March 31, 2012	-180.56
Change in Obligation during the Year ended March 31, 2012	
Present value of Defined Benefit Obligation at beginning of the year	228.87
Current Service Cost	9.53
Interest Cost	18.31
Past Service Cost	---
Employer Contributions	---
Actuarial (Gains) / Losses	26.15
Benefits Payments	-29.36
Present value of Defined Benefits Obligation at the end of the year	253.50
Change in Assets during the year ended March 31, 2012	
Plan assets at the beginning of the year	83.68
Assets acquired in amalgamation in previous year	---
Settlements	---
Expected return on plan assets	7.24
Contributions by Employer	10.88
Actual benefits paid	-29.36
Actuarial (Gains) / Losses	0.49
Plan Assets at the end of the year	72.93



Acturial Assumptions:

Discount Rate:	8.00%
Expected Rate of Return on Plan Asset:	9.25 %
Mortality Rates:	LIC (1994-96) Ultimate Published Table of Rates
Withdrawals Rates:	3% at younger age reducing To 1% at older age
Retirement Age:	58 years
Rate of Escalation in Salary (p.a.):	6.00 %

Liability of Defined Benefit

Obligation as at

31-03-2012 Rs. 2,53,49,656

Profit & Loss Charge for the year ended

31-03-2012 Rs. 46,25,224

The Company has covered Rs.72,93,084/- out of Total Liability of Rs.2,53,49,565/- by paying yearly premium to Life Insurance Corporation of India over the past years. And the Company has charged Rs.11,82,495/- towards contribution paid to LIC to Profit & Loss Account for the year ended 31-03-2012 as per consistent past practice.

2. Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 15% of the Basic Salary of all the eligible employees.
3. The Company's contribution Rs. 3889176/- (P.Y. Rs. 3685428/-) paid / payable for the year to Provident **Fund** is charged to the Statement of Profit & Loss.

4. Liability in respect of **Leave Encashment** is provided on actual payment basis.

h) Investment:

Investments are generally of Long Term nature and are stated at cost unless there is a other than temporary diminution in their value as at the date of Balance Sheet.

i) Revenue Recognition:

- 1) Sale of goods is generally recognised on dispatch to customers and excludes the amounts recovered towards Excise Duty, Packing and Forwarding and VAT / CST.
- 2) Interest revenues are recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- 3) Consistent with past practice dividends from investments in Shares are recognised as and when the same are received.
- 4) Consistent with past practice Insurance Claim is accounted for as and when the same has been admitted by the Insurance authorities.

j) Contingent Liabilities:

There is no any Contingent Liability

NOTE 28 : PAYMENT TO AUDITORS (PAID/PAYABLE)

	31.03.2012	31.03.2011
	Rs.	Rs.
As Audit Fees	60,000	50,000
For Taxation Matters	25,000	15,000
In other capacity	36,000	33,000
Re-imbusement of Expenses	6,215	1,214
TOTAL	<u>1,27,215</u>	<u>99,214</u>

Payment to Auditors Rs. 127215/- is excluding Service Tax of Rs. 14523/- (Previous Year Rs. 10094/-)

NOTE 29 : TRANSACTION WITH RELATED PARTIES - AS 18

As required by the Accounting Standard 18 "Transactions with Related Parties", the Company has entered into following transactions during the year under review

Sr No.	Name	Nature of Relationship	Nature of Transaction Year	Transaction During The
1.	Sudeep-Rub-Chem Pvt. Ltd.,	Directors are Member in the company	Purchase	617,778/-
2.	Mr. S.H.Amin	Managing Director	Remuneration	1,452,000/-
3.	Mr. A.S.Amin	Jt. Managing Director	Remuneration	1,518,000/-
4.	Mrs. A. A. AMIN	Jt. Managing Director's Wife	Remuneration	146,490/-
5.	Cyto Pvt. Ltd.	Directors are Member in the company	Payment for Amenity provided For Board Meeting	15,000/-

NOTE 30 : SEGMENT INFORMATION

4) Segment information for the year ended 31st March 2012.

Sr. No.	Particulars	Rs. (In Lacs)
1.	Segment Revenue	
	(A) Industrial Chain	3121.25
	(B) Sprocket Wheel	752.96
	Total	3874.21
	Less : Inter Segment Revenue	---
	Net Sales / Income from Operations	3874.21
2.	Segment result (Profit & Loss before tax and interest)	
	(A) Industrial Chain	101.13
	(B) Sprocket Wheel	91.32
	Total	192.45
	Less	
	(A) Finance Costs	4.07
	(B) Other un-allocable expenditure net off un-allocable income	---
	TOTAL PROFIT BEFORE TAX	188.38
3.	Capital Employed (Segment Assets - segment Liabilities)	
	(A) Industrial Chain	1181.77
	(B) Sprocket Wheel	12.00
	(C) Un-allocable Corporate Assets less Liabilities	---
	Total Capital Employed in Company	1193.77

NOTE 31 : EARNING PER SHARE :

	Current Year	Previous Year
	Rs.	
Basic Earning Per Share	16.94	13.30
Diluted Earning Per Share	16.94	13.30
Face Value Per Share	10.00	10.00

Earning Per Share is Calculated by dividing the profit/loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earning per Equity share are as stated below:

	Current Year	Previous Year
	Rs.	Rs.
Profit/(Loss) after Taxation	12,810,330	10,054,393
Weighted average number of share outstanding during the year	756,000	756,000

NOTE 32 :

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/ payable to these parties during the year is nil.

NOTE 33 : INFORMATION PURSUANT TO THE PROVISIONS OF PART II OF SCHEDULE VI OF THE COMPANIES ACT, 1956 (As Certified By The Management)

A. TURNOVER :

	Current Year		Previous Year	
	Unit/Qty.	Value Rupees	Unit/Qty.	Value Rupees
Industrial chains	83772 Mtrs.	301,865,921	85526 Mtrs.	25,466,2623
Spares	73572 Nos.		48413Nos.	
Sprocket Wheels	7592Nos. 86 Sets	72,635,566	5381 Nos. 200 Sets	7,1,236,242
		<u>374501487</u>		<u>325898865</u>

B. RAW MATERIALS PURCHASED :

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	1308.825	64,318,591	1249.727	55,812,691
Round Bars	773.424	47,634,661	882.611	48,674,587
Plates	401.927	21,926,348	317.731	14,772,614
Other components	-	41,800,689	-	33,182,641
Others	-	17,537,615	-	20,208,187
		<u>193217904</u>		<u>172,650,720</u>

C. RAW MATERIALS CONSUMED:

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	1292.570	62,953,766	1222.690	54,019,136
Round Bars	721.343	44,230,097	889.559	48,837,341
Plates	409.615	22,258,683	310.038	14,139,543
Other components	-	42,878,465	-	28,774,141
Others	-	18,479,191	-	18,058,599
		<u>190800202</u>		<u>163,828,760</u>

D. STOCKS :

Opening : Industrial Chains	680 Mtr +890 Nos.	3,663,828	380 Mtr +890 Nos.	95,220
Sprocket Wheels	NIL	NIL	2 Nos.	2,978
Closing : Industrial Chains	655 Mtr +890 Nos.	2,315,828	680 Mtr +890 Nos.	3,663,828
Sprocket Wheels	NIL	NIL	NIL	NIL



NOTE 34 : Value of Imports on CIF basis during the year in respect of :

	<u>Current Year</u>	<u>Previous Year</u>
	<u>Rupees</u>	<u>Rupees</u>
Raw Materials	15,631,838	8,717,256
Stores and Spares	NIL	NIL
Capital Goods	NIL	823,713

NOTE 35 : Expenditure in Foreign Currency on account of :

Travelling	\$ 7000	\$ 4500
	Euro 7,200	Euro 1,300
	£ 500	

NOTE 36 : Value of Raw Materials Consumed :

	<u>Value</u>	<u>% of Total</u>	<u>Value</u>	<u>% of Total</u>
	<u>Rupees</u>	<u>Consumption</u>	<u>Rupees</u>	<u>Consumption</u>
Imported	15,631,838	8.09	8,717,256	5.32
Indigenous	175,168,364	91.91	155,111,504	94.68
	<u>190,800,202</u>	<u>100.00</u>	<u>163,828,760</u>	<u>100.00</u>

NOTE 37 : Value of Stores & Spares Consumed :

Imported	NIL	NIL	NIL	NIL
Indigenous	19,543,053	100.00	19,486,496	100.00
	<u>19,543,053</u>	<u>100.00</u>	<u>19,486,496</u>	<u>100.00</u>

NOTE 38 : Remittance in foreign Currency on account of dividend to Non-Resident Shareholders.

		Previous Year
No. of Shareholders	Four	Four
No. of Shares held	212,760	212,760
	Rupees	Rupees
Net amount of Dividend Remitted	638,250	851,040

NOTE 39 : Earnings in Foreign Exchange - Export of Goods on FOB basis :

	Rupees	Rupees
Industrial Chains	7,475,036	1,954,429
Sprocket Wheels	2,692,806	1,386,937
	<u>10,167,842</u>	<u>3,341,366</u>

NOTE 40 : The Figures have been rounded upto a Rupee. Parties Balances are subject to their confirmations and reconciliation and consequential adjustments, if any.

NOTE 41 : Proposed Dividend

The Proposed Dividend for the year is as follows :

Dividend declared	For March 31, 2012	For March 31, 2011
Equity Shares of Rs. 10 each (In Nos.)	756,000	756,000
Dividend declared	Rs. 3/- Per share	Rs. 3/- Per share
Total Amount of Dividend	Rs. 2,268,000/-	Rs. 2,268,000/-

NOTE 42 : Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures which are as per the requirements of Revised Schedule VI of The Companies Act, 1956.

NOTE 43 : Note No. 1 to 42 form an integral part of Financial Statements.

Signautre to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 43

As per our report of even date attached herewith

For, THACKER BUTALA DESAI

Chartered Accountants

M.T.Desai

Partner

(Membership No. 030911)

(Firm Reg. No. 110864W)

Chairperson : **Sushila S.Patel**

Managing Director : **S.H.Amin**

Jt.Managing Director : **A.S.Amin**

Directors : **A. D. Gandhi**

: **Ashok Krishnadas**

: **K.K.Seksaria**

: **Daksha S. Amin**

Place : Navsari

Place : Vithal Udyognagar

Date : 17th May,2012

Date : 11th May,2012

Proxy Form

ROLCON ENGINEERING COMPANY LIMITED

Registered Office : Anand-Sojitra Road, Vithal Udyognagar 388 121, Gujarat, India.

Folio No. _____ DP ID No. _____ Client ID No. _____

No. of Shares held _____

I/We _____

_____ of member/members of the above

named Company hereby appoint Mr./Mrs. _____

of _____ or _____ failing

him/her, Mr./Mrs. _____ of _____

as my/our proxy to vote for me/us and on my/our behalf at 45th Annual General Meeting of the Company to be held on Thursday, 19th day of July, 2012 at 3.00 p.m. or any adjournment thereof.

Address _____

Signature

affix
Rs.1
Revenue
Stamp

This form is to be used in favour of/against* the Resolution. Unless otherwise instructed, the proxy will act as he thinks fit.

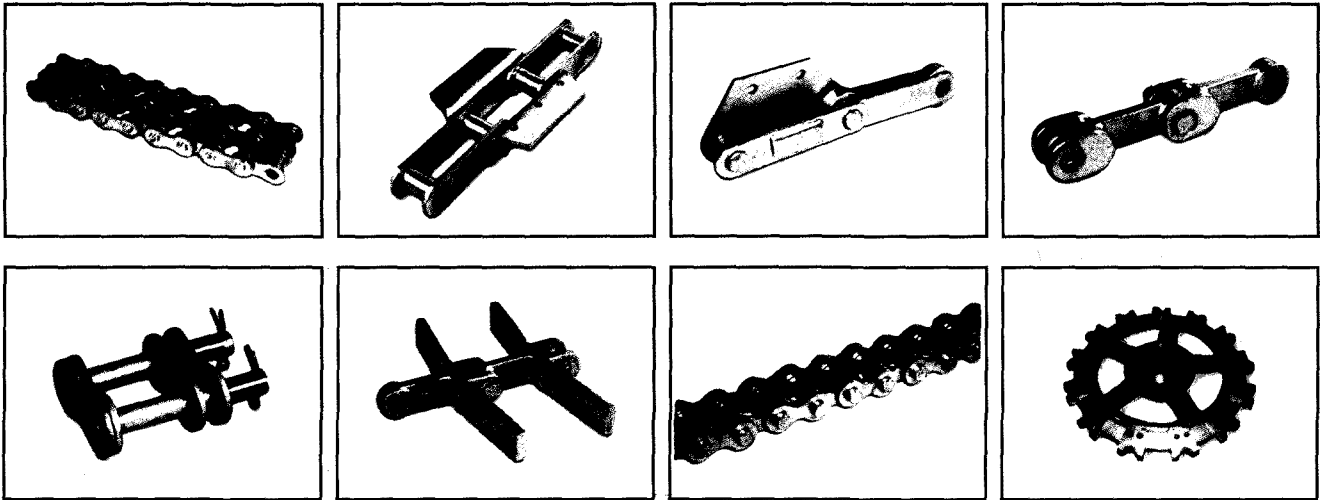
*Please Strike out whichever is not desired.

Note : The proxy form duly signed across the revenue stamp of One Rupee should reach at the Company's Registered office at least 48 hour before the date of the meeting.

Proxy Form

ROLCON ENGINEERING COMPANY LIMITED

WHEN QUALITY & RELIABILITY ARE VITAL,
ROLKOBO CHAINS & SPROCKETS
ARE YOUR BEST CHOICE



Certi No. 7 F 0017



Cert. No. 44 100 067292/01-E3 Rolcon Engineering Co. Ltd.
44 100 067292/02-E3 Rolcon Sprocket Company



ROLCON
ENGINEERING CO. LTD.
(ISO 9001 : 2008 Company)

ROLCON SPROCKET COMPANY
(ISO 9001 : 2008 Company)

P. B. NO. : 20, Vitthal Udyognagar - 388 121. Via Anand, Gujarat, India.
Phone : (02692) 230766, 230866, 236582 Fax : (02692) 236453, 236480
E-mail : rolcon@rolconengineering.com Web site : www.rolconengineering.com

