



BOARD OF DIRECTORS

Smt. Sushila S. Patel

Shri Suresh H. Amin

Shri Ashish S. Amin

Shri Ashok Krishnadas

Shri Kailashchandra K. Seksaria

Shri Knut Bovenkamp

Smt. Daksha S. Amin

Shri Anil D. Gandhi

Dr. Satish G. Parekh

Chairperson

Managing Director

Joint Managing Director

Director

Director

Director

Director

Director

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 **47th Annual General Meeting** of the shareholders of **ROLCON ENGINEERING COMPANY LIMITED** will be held on **Thursday, the 17th July, 2014** at **3.00 p.m.** at the Registered Office of the Company at Vithal Udyognagar, Ta. & Dist. Anand, Gujarat-388121 to transact the following business;

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit And 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 Shri Suresh H. Amin, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Ashish S Amin, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Shri Anil D. Gandhi, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration.

By Order of the Board
Suresh H Amin
Managing Director

Place : Vithal Udyognagar

Date: 30th April, 2014

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. The Register of Members and Share Transfers Books of the Company will remain closed from 14th July, 2014 to 17th July, 2014 (Both days inclusive).
4. 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 17th July, 2014 to those members whose names appear on the Register of Member as on 17th July, 2014.

By Order of the Board
Suresh H Amin
Managing Director

Place : Vithal Udyognagar

Date: 30th April, 2014



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, 2014. The financial highlights for the year under review are given below :

WORKING RESULTS :

	Rupees in lacs	
	2013-14	2012-13
Income	3356.98	3951.20
Profit before depreciation and tax	213.25	298.79
Less: Depreciation	138.06	130.63
Profit before Tax	75.19	168.16
Less :		
Provision for Current Tax	20.00	58.50
Deferred Tax Liability/(Assets) (Excess)/Short	2.13	-3.34
Provision of the earlier years	Nil	2.32
Profit after Tax	53.06	110.68
Add:		
The amount brought forward from the last year's account	631.15	562.00
Total available	684.21	672.68
APPROPRIATIONS :		
a) Proposed Dividend	11.34	22.68
b) Provision for Corporate Tax On Dividend	1.93	3.85
c) General Reserve	8.00	15.00
d) Balance carried forward	662.94	631.15
TOTAL	684.21	672.68

DIVIDEND :

Your directors has recommended a dividend of Rs.1.50 per share, aggregating to (15%) for the current year. The dividend payout, if approved, will result in outflow of Rs. 13.27 Lacs inclusive of Rs. 1.93 Lacs for dividend tax.

REVIEW OF PERFORMANCE

Chains and Sprockets :

Due to the global recession, sales has been declined to Rs. 3238.30 Lacs as against Rs. 3811.23 Lacs of the previous year & Profit before depreciation and tax stood at Rs. 213.25 Lacs in Current Financial Year, a decrease of 28.63 percent over the preceding year. Profit after tax for F.Y. 2013-14 was Rs. 53.06 lacs a decrease of 52.06 percent over F.Y. 2012-13.

WIND MILL :

During the year the Wind Mill has generated 97464 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 confirm that :

- 1 The applicable accounting standards were followed in the preparation of annual accounts of the year ended 31st March, 2014 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 2014 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 :

The Company has 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 Suresh H Amin, Shri Ashish S Amin and Shri Anil D Gandhi will retire by rotation 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.

ACKNOWLEDGMENT

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: 30th April, 2014



ANNEXURE TO THE DIRECTORS' REPORT

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH-2014.

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 Form -B of the Annexure to the rules.

1) RESEARCH & DEVELOPMENT (R & D)

- (a) During the Company has installed latest CNC Vertical Machine, Induction Heating Machine, 500 Ton Hydraulic Press Machine, 7.5 Ton EOT Crane, Water Heating System to improve production processes & to achieve accuracy and increase in 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. KOBO – DONGHUA GmbH & Co. KG. GERMANY.
- b) Company has obtained ISO 9001-2008 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.

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.79,00,091/-

Earned : Rs.1,35,38,837/-

By Order of the Board
Sushila S. Patel
Chairperson

Place : Vithal Udyognagar

Date: 30th April, 2014



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,
Vallabh Vidyanagar,
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, 2013 and ended on 31st March, 2014 (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 Register 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 3rd May, 2013, 1st August, 2013, 31st October, 2013 and 28th January, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded.
- 5 The Company closed its Register of members from 15th July, 2013 to 18th July, 2013 (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, 2013 was held on 18th July, 2013 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 issued duplicate share certificates during the financial year after making requisite compliance as required in term of issuer of share certificates rules.
- 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.
(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 deceleration and consequently there is no unclaimed/unpaid dividend lying with the company.
(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 The Board of Directors of the Company is duly constituted. During the year, Dr. Satish G Parekh was appointed as additional director and his appointment was regularized at the AGM
- 15 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 reappointment of the either Managing Director or Joint Managing Director were made.
- 16 The Company has not appointed any sole selling agents during the financial year.
- 17 The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Register or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
- 18 The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant of the Act and the rules made thereunder.
- 19 The Company has not issued any shares, debentures or other securities during the financial year.
- 20 The Company has not bought back any shares during the financial year.
- 21 The Company has not redeemed any preference shares or debentures during the financial year.
- 22 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.
- 23 The Company has not invited/ accepted any deposits including unsecured loans falling within the preview of Sections 58A during the financial year.
- 24 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.
- 25 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.
- 26 The Company has not altered the provisions of the Memorandum with respect of the objects of the Company during the year under scrutiny.
- 27 The Company has not altered the provision of the Memorandum with respect to name of the Company during the year under scrutiny.
- 28 The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
- 29 The Company has not altered its Articles of Associations during the year under scrutiny.
- 30 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.
- 31 The Company has not received any security deposits from its employees during the financial year.
- 32 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 : 30th April, 2014

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, 2014.

Sr. No.	Form No. / Return	Filed u/s.	For	Date of Filing	Whether Filed within Prescribed time Yes / No.	If delay in filing, whether requisite additional fees paid Yes / No.
1	Compliance Certificate Form - 66, Form CC	383A (1)	The Financial year ended 31-03-2013	09/08/2013	Yes	N.A.
2	Form 32	267	Change in Designation	09/08/2013	Yes	N.A.
3	Annual Return Form - 20B	159	The Financial year ended 31-03-2013	13/08/2013	Yes	N.A.
4	Annual Financial Return - Form 23AC, ACA (XBRL)	220 (1) Form 23 AC	The Financial year ended 31-03-2013	16/08/2013	Yes	N.A.
5	Appointment of Auditors	23B	The Financial year ended 31-03-2014	23/07/2013	Yes	N.A.
6	Appointment of Cost Auditors	23C	The Financial year ended 31-03-2012	06/07/2013	No	Yes
7	Appointment of Cost Auditors	23C	The Financial year ended 31-03-2013	23/07/2013	No	Yes
8	Appointment of Cost Auditors	23C	The Financial year ended 31-03-2014	26/07/2013	No	Yes
9	Cost Audit Report	Form I XBRL	The Financial year ended 31-03-2012	09/09/2013	No	Yes
10	Cost Compliance Report	Form - A XBRL	The Financial year ended 31-03-2012	07/09/2013	No	Yes
11	Cost Audit Report	Form I - XBRL	The Financial year ended 31-03-2013	10/09/2013	No	Yes



Independent Auditor's Report

TO,
THE MEMBERS,
ROLCON ENGINEERING CO. LTD.,
VALLABH VIDYANAGAR

Report on the Financial Statements

We have audited the accompanying financial statements of **ROLCON ENGINEERING COMPANY LIMITED**, which comprise the Balance Sheet as at **March 31, 2014**, 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

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 referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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 amounts 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 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, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection(3C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
- e. on the basis of written representations received from the directors as on **March 31, 2014**, and 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 clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For, THACKER BUTALA DESAI.

Chartered Accountants
Firm Regi. No. 110864W

M.T.Desai

Partner
Membership No. 030911

Place: Navsari

Date : 5TH MAY-2014

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under ' Report on Other Legal and Regulatory Requirements' section of our report of even date)

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|---|--|
| <p>(i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.</p> <p>(b) Fixed Assets have been physically verified by the management at reasonable intervals, no material discrepancies were noticed on such verification</p> <p>(c) No substantial part of Fixed Assets has been disposed off during the year;</p> <p>(ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;</p> <p>(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.</p> <p>(c) According to information and explanation given to us, the discrepancies noticed on verification between the physical stock and book were not material.</p> <p>(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.</p> <p>(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.</p> | <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(vi) The Company has not accepted any deposits from the public.</p> <p>(vii) In our opinion, the Company has an Internal Audit System commensurate with the size and nature of its business.</p> <p>(viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.</p> <p>(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,</p> |
|---|--|

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

Firm Regi. No. 110864W

M.T.Desai

Partner

Membership No. 030911

Place: Navsari

Date :5TH MAY-2014



Balance Sheet as at 31st March, 2014

(Amt. in Rs.)

PARTICULARS	Note No	As at March 31,	
		2014	2013
		Amount	Amount
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
a) Share Capital	1	7,560,000	7,560,000
b) Reserves and Surplus	2	124,210,400	120,231,503
		131,770,400	127,791,503
(2) Non-Current Liabilities			
a) Long-term borrowings	3	Nil	227,675
b) Other Long term liabilities	4	Nil	Nil
c) Long term provisions	5	Nil	Nil
		Nil	227,675
(3) Current Liabilities			
a) Short term borrowings	6	5,920,702	4,267,706
b) Trade payables	7	60,278,716	59,171,509
c) Other current liabilities	8	12,802,100	15,422,453
d) Short term provisions	9	1,920,124	4,490,298
		80,921,642	83,351,966
TOTAL		212,692,042	211,371,144
II ASSETS :			
(1) Non-current assets			
a) Fixed assets	10		
(i) Tangible assets		68,845,534	66,488,585
(ii) Intangible assets		Nil	Nil
b) Non current investments	11	7,500	7,500
c) Deferred Tax Assets (Net)	12	2,177,195	2,390,709
d) Other non current assets	13	1,665,250	2,250,509
		72,695,479	71,137,303
(2) Current assets			
a) Inventories	14	24,707,796	20,667,536
b) Trade receivables	15	64,802,937	58,578,240
c) Cash and Bank Balances	16	44,838,581	57,872,052
d) Short-term loans and advances	17	3,459,988	1,512,631
e) Other Current Assets	18	2,187,261	1,603,382
		139,996,563	140,233,841
TOTAL		212,692,042	211,371,144

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 Reg. No 110864W

Place : Navsari

Date : 5th May, 2014

Chairperson : **Sushila S. Patel**

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

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

Directors : **A. D. Gandhi**

: **Ashok Krisnadas**

: **K. K. Seksaria**

: **Daksha S. Amin**

: **S. G. Parekh**

Place : Vithal Udyognagar

Date : 30th April, 2014



Statement of Profit and Loss for the year ended on 31st March, 2014

(Amt. in Rs.)

PARTICULARS	Note No	Year ended March 31,	
		2014	2013
		Amount	Amount
I. Revenue from Operations			
(a) Sales:			
Chains		280,070,257	334,365,660
Sprockets		68,185,550	77,217,268
Exports		11,724,240	11,754,902
		359,980,047	423,337,830
less : Excise Duty		36,149,774	42,215,079
		323,830,273	381,122,751
(b) Other Operating Revenue	19	7,000,158	7,809,032
II. Total Revenue from Operations	(a + b)	330,830,431	388,931,783
III. Other Income	20	4,867,645	6,188,177
IV. Total Revenue	(II+III)	335,698,076	395,119,960
V. Expenses :			
(a) Cost of Materials Consumed	21	158,891,276	192,874,759
(b) Changes In Inventories Of Finished Goods, Work In Progress and Stock In Trade	22	(3,279,166)	(590,698)
(c) Other Operating Expenses	23	67,204,137	70,069,875
(d) Employee Benefit Expenses	24	53,557,788	56,281,560
(e) Finance Costs	25	436,166	457,190
(f) Depreciation & Amortisation Expenses	10	13,805,842	13,062,957
(g) Other Expenses	26	37,562,897	46,148,570
Total Expenses (a+b+c+d+e+f+g)		328,178,941	378,304,211
VI. Profit before exceptional and extraordinary items and tax	(IV - V)	7,519,135	16,815,749
VII. Exceptional Items		Nil	Nil
VIII. Profit before extraordinary items and tax	(VI - VII)	7,519,135	16,815,749
IX. Extraordinary Items		Nil	Nil
X. Profit before tax	(VIII - IX)	7,519,135	16,815,749
XI. Tax expense:			
(a) Current Tax		2,000,000	5,850,000
(b) Deferred Tax Charge / (Credit)		213,514	(333,892)
(c) Short / (Excess) Provision for Taxes of Earlier Years		Nil	231,967
XII. Profit(Loss) for the period from Continuing Operations	(X-XI)	5,305,621	11,067,674
XIII. Profit/(Loss) from Discontinuing Operations		Nil	Nil
XIV. Tax Expense of Discounting Operations		Nil	Nil
XV. Profit/(Loss) from Discontinuing Operations After Tax	(XIII-XIV)	Nil	Nil
XVI. Profit/(Loss) for the period	(XII+XV)	5,305,621	11,067,674
XVII. Earning per equity share:			
(a) Basic	31	7.02	14.64
(b) Diluted	31	7.02	14.64

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 Reg. No 110864W

Place : Navsari
Date : 5th May, 2014

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

Place : Vithal Udyognagar
Date : 30th April, 2014



Cash Flow Statement for the year ended 31st March, 2014

(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2014	2013
	Amount	Amount
[A] Cashflow From Operating Activities		
1. Net Profit before Tax	7,519,135	16,815,749
2. Adjustments for:		
[i] Depreciation and Amortisation	13,805,842	13,062,957
[ii] Interest Expenses	435,745	422,842
[iii] Interest & Dividend Income	(4,102,043)	(4,365,084)
[iv] Unrealised exchange (gain) / loss (net)	(170,402)	42,261
[v] Bad Debts written off	383,932	-
[vi] Loss / (Profit) on Sales of Assets	(21,553)	(107,599)
Operating Profit Before Working Capital Changes (1 + 2)	17,850,657	25,871,125
3. Adjustments for Working Capital changes:		
[i] Trade & Other Receivables		
* (Increase) / decrease in Trade receivables	(6,224,697)	9,134,502
* (Increase) / decrease in Short term Loans and Advances	(13,000)	(372,876)
* (Increase) / decrease in other Current Assets	(583,880)	(65,922)
* (Increase) / decrease in other Non - Current Assets	585,259	678,579
[ii] Trade & Other payables		
** Increase / (decrease) in Trade Payables	1,107,207	7,414,151
* Increase / (decrease) in Short term provisions	(1,243,451)	31,372
* Increase / (decrease) in other current liabilities	(2,620,354)	(2,633,728)
[iii] (Increase) / decrease in Inventories	(4,040,260)	1,625,008
Cash Generated From Operations	4,817,481	41,682,211
4. Less : Direct Taxes Paid	(4,147,887)	(7,044,746)
5. Misc. Expenditure	-	-
Net Cash From Operating Activities [A]	669,594	34,637,465
[B] Cashflow From Investing Activities		
1. Purchase of Fixed Assets	(16,195,692)	(21,486,536)
2. Sale of Fixed Assets	54,455	235,000
3. Sale of current Investments	-	-
4. Interest Received	4,100,918	4,363,959
5. Dividend Received	1,125	1,125
Net Cash From Investing Activities [B]	(12,039,194)	(16,886,452)
[C] Cashflow From Financing Activities		
1. Proceeds from Long Term borrowings	(227,675)	227,675
2. Proceeds from Other Borrowings	1,652,996	3,258,125
3. Interest Paid	(435,745)	(422,842)
4. Dividends Paid (incl. tax thereon)	(2,653,447)	(2,635,926)
Net Cash From Financing Activities [C]	(1,663,871)	427,032
[D] Net Incr./(Decr.) In Cash & Cash Equivalents [A+B+C]	(13,033,471)	18,178,045
[E] Cash & Cash Equivalents at the beginning of the year	57,872,052	39,694,006
[F] Cash & Cash Equivalents at the end of the year	44,838,581	57,872,052



Cash Flow Statement for the year ended 31st March, 2014

(Amt. in Rs.)

PARTICULARS	Year ended March 31,	
	2014	2013
	Amount	Amount
1. Components of Cash & Cash Equivalents		
Cash on hand	49,134	71,018
Cheques on hand	-	-
Balances with banks		
- In Current Accounts	16,391,061	37,506,612
- In Margin Money	-	-
- In Fixed Deposit Account	28,313,334	20,232,434
- Unclaimed Share application Money lying In escrow Account	-	-
- Unclaimed Dividend Account	85,052	61,988
2. Cash and cash equivalents include amount not available for immediate use		
a) In Margin Money and Fixed Deposit Accounts	6,000,000	12,000,242
b) Unclaimed Dividend Account	85,052	61,988
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 Institute of Chartered Accountants of India.		

As per our report of even date attached

For on behalf of

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 Krisnadas**
 : **K. K. Seksaria**
 : **Daksha S. Amin**
 : **S. G. Parekh**

Place : Navsari
Date : 5th May, 2014

Place : Vithal Udyognagar
Date : 30th April, 2014



Notes Forming an Integral Part of Financial Statements

NOTE-1 : SHARE CAPITAL

(Amt. in Rs.)

PARTICULARS	As at March 31,			
	2014		2013	
	Number	Amount	Number	Amount
Authorised				
Equity System of Rs. 10/- each	1,460,000	14,600,000	1,460,000	14,600,000
10% Redeemable preference Share of Rs. 100/- each	4,000	400,000	4,000	400,000
TOTAL		15,000,000		15,000,000
Issued Subscribed & Paid up				
Equity Share of Rs. 10/- each fully paid up	756,000	7,560,000	756,000	7,560,000
Subscribed but not fully paid up	N.A.	N.A.	N.A.	N.A.
TOTAL	756,000	7,560,000	756,000	7,560,000

PARTICULARS	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	756,000	7,560,000	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	756,000	7,560,000	-	-

NAME OF SHAREHOLDERS HOLDING MORE THAN 5% OF EQUITY SHARES	As at March 31,			
	2014		2013	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Equity Shares :				
Sushilaben S. Patel	80,725	10.68	80,725	10.68
Dakshaben S. Amin	93,520	12.37	93,520	12.37
Oriental Insurance Company	75,600	10.00	75,600	10.00
National Insurance Company	54,000	7.14	54,000	7.14
Suresh H. Amin	64,353	8.51	60,911	8.06
Neha M. Patel	70,920	9.38	70,920	9.38
Rupal N. Patel	47,280	6.25	47,280	6.25
Malay S. Shah	63,040	8.34	63,040	8.34
Ashish S. Amin	43,350	5.74	43,350	5.74

PARTICULARS	As at March 31,				
	2014	2013	2012	2011	2010
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	-

Rights, preferences and restrictions attached to shares:

Equity Shares : The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors 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,	
	2014	2013
	Amount	Amount
a. Capital Redemption Reserve		
Opening Balance	400,000	400,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	400,000	400,000
b. General Reserves		
Opening Balance	56,716,806	55,216,806
(+) Current Year Transfer	800,000	1,500,000
(-) Written Back in Current Year	-	-
Closing Balance	57,516,806	56,716,806
c. Surplus		
Opening balance	63,114,697	56,200,470
(+) Net Profit/(Net Loss) For the Current Year	5,305,621	11,067,674
(-) Proposed Dividend	1,134,000	2,268,000
(-) Tax on Dividend	192,724	385,447
(-) Transfer to Reserves	800,000	1,500,000
Closing Balance	66,293,594	63,114,697
TOTAL	1 24,210,400	120,231,503

NOTE-3 : LONG TERM BORROWINGS

Secured		
Term Loans from Banks		
HDFC Vehicle Loans	-	227,675
Terms of Repayment :		
Repayable in Equated Monthly Installment (EMI)		
Secured by : Hypothecation of respective Vehicle		
TOTAL	-	227,675

NOTE-4 : OTHER LONG TERM LIABILITIES

Deposits	-	-
TOTAL	-	-

NOTE-5 : LONG TERM PROVISIONS

a. Provision for employee benefits	-	-
b. Other Provisions of Long term nature	-	-
TOTAL	-	-



NOTE-6 : SHORT TERM BORROWINGS

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2014	2013
	Amount	Amount
Secured		
Over Draft / Cash Credit from Banks		
(I) Overdraft from HDFC Bank (Against Lien of Fixed Deposits)	-	994,342
(II) Overdraft from Indian Bank (Against Lien of Fixed Deposits)	-	3,273,013
(III) Overdraft from Corporation Bank (Against Lien of Fixed Deposits)	5,420,375	-
(IV) Cash Credit from Corporation Bank (Against Hypothecation of Inventories & Book Debt)	500,327	351
TOTAL	5,920,702	4,267,706

NOTE-7 : TRADE PAYABLES

(a) Trade Payables for Goods		
Due to SME	-	-
Due to Others	54,473,005	52,779,114
Due to Subsidiary	-	-
(b) Advance from Customers		
Due to SME	-	-
Due to Others	5,642,332	5,346,721
Due to Subsidiary	-	-
(c) Trade Payables for Expenses		
Due to SME	-	-
Due to Others	163,379	1,045,674
Due to Subsidiary	-	-
TOTAL	60,278,716	59,171,509

NOTE-8 : OTHER CURRENT LIABILITIES

Secured		
Current Maturity of Long term Borrowings	222,675	636,239
Unsecured		
Other payables	12,574,425	14,786,215
TOTAL	12,802,100	15,422,453

NOTE-9 : SHORT TERM PROVISIONS

(a) Provision for employee benefits		
Bonus	593,400	1,836,851
(b) Dividend Payable		
Proposed Dividend	1,134,000	2,268,000
Dividend Distribution Tax	192,724	385,447
TOTAL	1,920,124	4,490,298

	Fixed Assets	Gross Block						Accumulated Depreciation						Net Block		
		Balance as at 1 April 2013	Additions	Disposals/ Transfers	Acquired through business	Revaluations/ (Impairments)	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge of the year	Disposals/ Transfers	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 31 March 2014	Amount	Amount
		Amount	Amount	Amount	Amount	Amount	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 BUILDING	3,753,226	-	-	-	-	3,753,226	103,246	-	-	-	1,791,547	1,961,679	2,064,925		
	FACTORY BUILDINGS	38,060,015	6,429,579	-	-	-	44,489,594	3,048,939	-	-	-	12,838,232	31,651,362	28,270,722		
	Plant and Equipments															
	PLANT & MACHINERIES	123,283,165	8,826,875	-	-	-	132,110,040	7,598,990	-	-	-	1,08,897,052	23,212,987	21,985,103		
	FLAMELESS FURNACE	5,304,300	-	-	-	-	5,304,300	819,652	-	-	-	3,177,684	2,126,616	2,946,268		
	TURBINE AIR VENTILATORS	1,140,074	-	-	-	-	1,140,074	77,818	-	-	-	9,38,172	201,902	279,720		
	WIND ELECTRIC GENERATORS	9,903,789	-	-	-	-	9,903,789	5,546	-	-	-	9,890,848	12,940	18,486		
	GAS CYLINDERS	147,732	-	-	-	-	147,732	26	-	-	-	1,47,693	39	66		
	Computer															
	COMPUTOR SYSTEMS	2,442,980	231,404	-	-	-	2,674,384	157,634	-	-	-	2,317,806	356,578	282,808		
	Furniture & Fixtures															
	FURNITURE & FIXTURES	4,061,925	260,484	-	-	-	4,322,409	343,272	-	-	-	2,661,105	1,661,304	1,744,091		
	ELE. FITTINGS & FIXTURES	2,332,339	-	-	-	-	2,332,339	156,157	-	-	-	1,365,875	966,464	1,122,621		
	ELECTRICAL INSTALLATIONS	2,827,840	-	-	-	-	2,827,840	174,092	-	-	-	1,750,370	1,077,470	1,251,562		
	Vehicles															
	VEHICLES	11,857,127	-	4,37,263	-	-	11,419,864	966,738	-	-	-	8,676,972	2,742,892	3,742,532		
	Office Equipment															
	OFFICE EQUIPMENTS	3,474,836	206,050	-	-	-	3,680,886	216,267	-	-	-	2,225,373	1,455,512	1,465,730		
	AIR CONDITIONERS	1,768,971	241,300	-	-	-	2,010,271	137,465	-	-	-	1,105,764	904,507	800,672		
	Total	210,871,599	16,195,692	437,263	-	-	226,630,028	13,805,842	404,361	-	-	157,784,494	68,845,534	66,488,585		
b	Intangible Assets															
c	Capital Work In Progress															
d	Intangible assets under Development															
	Total	210,871,599	16,195,692	437,263	-	-	226,630,028	13,805,842	404,361	-	-	157,784,494	68,845,534	66,488,585		

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,				
	2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount
Asset Details :					
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,	
	2014	2013
	Amount	Amount
A Trade Investments	-	-
Total (A)	-	-
B Other Investments		
Investments in Equity Instruments	7,500	7,500
Total (B)	7,500	7,500
Total (A+B)	7,500	7,500

Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	7,500	7,500
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
			2014	2013			2014	2013	2014	2013		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
	Th Charotar Gas Sahkari Mandli Ltd.	Other	15	15	Unquoted	Fully Paid			7,500	7,500	Yes	-
(b)	Investments in Govt. or Trust securities	-	-	-	-	-			-	-	-	
(c)	Investments in Mutual Funds	-	-	-	-	-			-	-	-	
	Total								7,500	7,500		



NOTE 12 : DEFERRED TAX ASSET (NET)

(Amt. in Rs.)

PARTICULARS	As at March 31,	
	2014	2013
	Amount	Amount
Deferred Tax Assets	2,177,195	2,390,709
Less : Deferred Tax Liabilities	-	-
Total	2,177,195	2,390,709

NOTE 13 : OTHER NON CURRENT ASSETS

Unsecured, considered good :		
Deposits	1,549,119	1,544,119
Advance for Capital Expenditure	116,131	706,390
Total	1,665,250	2,250,509

NOTE 14 : INVENTORIES

Stock-in trade (as taken, valued and certified by the Management)		
a. Raw Materials	17,797,094	17,036,000
b. Semi-Finished Goods	2,676,130	887,174
c. Finished Goods	4,234,572	2,744,362
Total	24,707,796	20,667,536

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	61,708,827	54,297,539
b. Trade receivables outstanding for a period exceeding six months from the date they are due payment	3,094,110	4,280,701
Total	64,802,937	58,578,240

Trade Receivable stated above include debts due by :

Directors*-	-	-
Other officers of the Company*	-	-
Firm in wick 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,	
	2014	2013
	Amount	Amount
I. Cash & Cash Equivalents :		
a. Balances with banks	16,476,113	37,568,600
This includes :		
Unpaid Dividend A/c (C.Y. Rs. 85052/-, P.Y. Rs. 61988/-)		
Margin Money (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Security against Borrowings (C.Y. Rs. 6,000,000/-, P.Y. Rs. 12,000,242/-)		
Security against Guarantees (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Security against Other Commitments (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Bank deposits with less than 3 months maturity (C.Y. Rs. 6,000,000/-, P.Y. Rs. 11,000,000/-)		
b. Cheques, drafts on hand	-	-
c. Cash on hand	49,134	71,018
d. Others (specify nature)	-	-
II. Other Balances :		
Fixed Deposit Maturing after 3 months but before 12 months	28,313,334	20,232,434
This includes :		
Security against Borrowings (C.Y. Rs. Nil, P.Y. Rs. Nil)		
Total	44,838,581	57,872,052

NOTE 17 : SHORT TERM LOANS & ADVANCES

Unsecured, considered good :		
a. Advance Recoverable in Cash or Kind	-	-
b. Loans & Advances to Staff	52,000	39,000
c. Inter Corporate Deposit	-	-
d. Advance to Suppliers - Others	-	-
e. Advance Payment of Income Tax (Net of Provisions)	3,407,988	1,473,631
Total	3,459,988	1,512,631

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

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 18 : OTHER CURRENT ASSETS

a. Interest Receivable	1,086,767	1,016,377
b. Cenvat Receivable (For Capital Goods)	653,350	400,960
c. Cenvat Receivable (For Other)	416,750	186,045
d. CST Receivable	30,394	-
Total	2,187,261	1,603,382



Notes Forming part of Statement of Profit & Loss as per Revised Schedule VI

NOTE-19 : OTHER OPERATING REVENUE

(Amt. in Rs.)

PARTICULARS	Year Ended March 31,	
	2014	2013
	Amount	Amount
Job Work Income	370,646	281,839
Scrap Sales	6,629,512	7,527,193
TOTAL	7,000,158	7,809,032

NOTE-20 : OTHER INCOME

Interest Income	4,100,918	4,363,959
Rent Income	30,000	30,000
Dividend Income	1,125	1,125
Net Gain / Loss on Sale of Asset	21,553	107,599
Foreign Exchange Variation	170,402	-
Income from Wind Electric Generators	542,828	952,035
Bad Debt Written of Recovered	-	208,343
Sales Tax Refund	-	518,791
Other Income	820	6,325
TOTAL	4,867,645	6,188,177

NOTE-21 : COST OF MATERIAL CONSUMED

Opening Stock	17,036,000	19,251,706
Add : Purchases during the year	159,652,370	190,659,053
SUB TOTAL	176,688,370	209,910,759
Less : Closing Stock	17,797,094	17,036,000
TOTAL	158,891,276	192,874,759

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

Opening Stock :		
Semi - Finished Goods	887,174	725,010
Finished Goods	2,744,362	2,315,828
	3,631,536	3,040,838
Closing Stock		
Semi - Finished Goods	2,676,130	887,174
Finished Goods	4,234,572	2,744,362
	6,910,702	3,631,536
(Increase)/ Decrease in Stock	(3,279,166)	(590,698)

NOTE-23 : OTHER OPERATING EXPENSES

Power & Fuel	26,875,241	27,733,547
Store, Tools, Oil & Packing Material Consumed	22,153,318	19,952,881
Machining Charges	14,490,820	18,341,195
Clearing & Forwarding Expenses	1,001,157	888,541
Freight Inwards	2,683,601	3,153,711
TOTAL	67,204,137	70,069,875



NOTE-24 : EMPLOYEE BENEFIT EXPENSES

(Amt. in Rs.)

PARTICULARS	Year Ended March 31,	
	2014	2013
	Amount	Amount
Managerial Remuneration	3,234,000	3,179,000
Salaries & Wages	42,858,334	41,110,694
Contribution to Provident Fund	4,095,329	4,110,796
Staff Welfare Expenses	1,095,383	1,927,479
Exgratia / Bonus / Contribution to Superannuation Fund	974,742	2,483,591
Gratuity	1,300,000	3,470,000
TOTAL	53,557,788	56,281,560

NOTE-25 : FINANCE COST

Interest :		
Fixed Period Loan	62,161	144,147
Others	373,584	278,695
Bank Charges	421	34,348
TOTAL	436,166	457,190

NOTE-26 : OTHER EXPENSES

Rent	1,057,680	1,108,388
Rates & Taxes (Includes Wealth Tax C.Y Rs Nil /- , P.Y Rs.1790/-)	164,917	203,056
Stationery, Printing, Postage,etc.	2,792,287	2,861,873
Insurance Premium (Net)	746,040	603,863
Works & Office Expense	1,080,387	1,175,201
Advertisement	215,403	250,848
Forwarding & Transport Charges	4,494,606	4,262,990
Commission to Distributors/Agents	5,387,110	10,387,776
Professional,Consultation & Legal Fees	3,219,700	3,361,291
Travelling & Conveyance	8,305,566	8,286,630
Computer Expenses	262,570	270,339
Repairs & Maintenance		
Machineries	2,260,531	2,535,569
Buildings	1,285,252	3,465,048
Others	2,557,215	3,909,217
Payment to Auditors	127,381	123,690
Donation	16,000	127,000
Subscription & Membership Fees	99,750	94,197
Garden Expenses A/c	249,060	164,432
Liquidated Damages	456,033	886,948
Bab Debts Written off	383,932	72,455
Director Sitting Fees	100,000	115,000
Foreign Exchange Variation (Loss)	-	42,261
Service Tax Exp	686,403	263,167
Sales Tax / Central Excise	54,106	29,477
Bank Charges - Others	918,783	931,121
Interest Expense - Others	600	-
Tender Fees	19,771	4,186
Festival Expense	61,600	56,600
Security Service	560,215	555,948
TOTAL	37,562,897	46,148,570

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:

- From the date of additions on additions to fixed assets during the year and
- 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 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 Transactions :

- Transactions in foreign currencies are generally recorded by applying to the foreign currency amount, the exchange rate existing at the time of the transaction.
- 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.

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

g) Retirement Benefits :

- 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 recognized in the Statement of Profit and Loss for the year ended March 31, 2014	
Current Service Cost	8.16
Interest Cost	19.89
Employer Contribution	—
Expected return on Plan Assets	- 4.61
Net Actuarial (Gains) / Losses	1.88
Past Service Cost	—
Settlement Cost	—
Total Expense	25.32
Net Asset / (Liability) recognized in the Balance Sheet at March 31, 2014	
Present value of Defined Benefit Obligation as at March 31, 2014	-230.09
Fair value of plan assets as at March 31, 2014	24.54
Funded status { Surplus / (Deficit) }	-205.55
Net asset / (liability) as at March 31, 2014	-205.55
Change in Obligation during the Year ended March 31, 2014	
Present value of Defined Benefit Obligation at beginning of the year	248.58
Current Service Cost	8.16
Interest Cost	19.89
Past Service Cost	—
Employer Contributions	—
Actuarial (Gains) / Losses	-4.18
Benefits Payments	- 42.36
Present value of Defined Benefits Obligation at the end of the year	230.09
Change in Assets during the year ended March 31, 2014	
Plan assets at the beginning of the year	54.17
Assets acquired in amalgamation in previous year	—
Settlements	—
Expected return on plan assets	4.61
Contributions by Employer	14.18
Actual benefits paid	- 42.36
Actuarial (Gains) / Losses	- 6.06
Plan Assets at the end of the year	24.54



Actuarial Assumptions:

Discount Rate :	9.29 %
Expected Rate of Return on Plan Asset :	8.70 %
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

31-03-2014 Rs. 2, 05, 54.629/-

Profit & Loss Charge for the year ended

31-03-2014 Rs. 25, 31,684/-

The Company has covered Rs.24,54,078/- out of Total Liability of Rs.2,05,54,629/- by paying yearly premium to Life Insurance Corporation of India over the past years. And the Company has charged Rs.13,00,000/- towards contribution paid to LIC to Statement of Profit And Loss for the year ended 31-03-2014 as per consistent past practice.

- 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 @ 8% of the Basic Salary of all the eligible employees.
- The Company's contribution Rs.40,95,329/- (P.Y. Rs. 41,10,796/-) paid / payable for the year to **Provident Fund** is charged to the Statement of Profit And Loss.

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

h) Investments:

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:

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

	31.03.2014	31.03.2013
	Rs.	Rs.
As Audit Fees	60,000	60,000
For Tax Audit Fees	25,000	25,000
In other capacity	36,000	36,000
Re-imburement of Expenses	6,381	2,690
TOTAL	1,27,381	1,23,690
Payment to Auditors Rs.127381/- is excluding Service Tax of Rs. 14523/- (Previous Year Rs. 14523/-)		

NOTE-29 : TRANSACTIONS 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	Transaction During The Year
1.	Sudeep-Rub-Chem Pvt. Ltd.,	Directors are Member in the company	Purchase	4,90,560
2.	Mr. S.H.Amin	Managing Director	Remuneration	15,84,000
3.	Mr. A.S.Amin	Jt. Managing Director	Remuneration	1,650,000
4.	Mrs. A. A. AMIN	Jt. Managing Director's Wife	Remuneration	3,24,333
5.	Cyto Pvt. Ltd.	Directors are Member in the company	Payment for Amenity provided For Board Meeting	30,000

NOTE-30 : SEGMENT INFORMATION

4) Segment information for the year ended 31st March 2014.

Sr. No.	Particulars	Rs. (In Lacs)
1.	Segment Revenue	
	(A) Industrial Chain	2670.70
	(B) Sprocket Wheel	637.60
	Total	3308.30
	Less : Inter Segment Revenue	--
	Net Sales / Income from Operations	3308.30
2.	Segment result (Profit & Loss before tax and interest)	
	(A) Industrial Chain	42.56
	(B) Sprocket Wheel	36.99
	Total	79.55
	Less	
	(A) Finance Costs	4.36
	(B) Other un-allocable expenditure net off un-allocable income	---
	TOTAL PROFIT BEFORE TAX	75.19
3.	Capital Employed (Segment Assets - segment Liabilities)	
	(A) Industrial Chain	1305.70
	(B) Sprocket Wheel	12.00
	(C) Un-allocable Corporate Assets less Liabilities	---
	Total Capital Employed in Company	1317.70

Note-31 : Earning per Share

	Current Year Rs.	Previous Year Rs.
Basic Earning Per Share	7.02	14.64
Diluted Earning Per Share	7.02	14.64
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
Profit/ (Loss) after Taxation (in Rs.)	5305621	11067674
Weighted average No. of share during year	756000	756000

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	49708 Mtrs.	260,069,640	69870 Mtrs.	311,210,968
Spares	82672 Nos.		97661 Nos.	
Sprocket Wheels	5085 Nos.	63,760,633	4259 Nos.	69,911,783
		323,830,273		381,122,751

B. Raw Materials Purchased :

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	965.715	49,181,133	1255.208	64,197,217
Round Bars	619.525	39,985,479	649.692	46,053,336
Plates	361.162	19,483,168	441.741	22,560,022
Other components	-	35,090,018	-	41,899,591
Others	-	15,912,572	-	15,948,887
		159,652,370		190,659,053

C. Raw Materials Consumed:

	Unit/Qty.	Value	Unit/Qty.	Value
	Tons	Rupees	Tons	Rupees
Flats	987.903	50,290,533	1260.454	64,459,517
Round Bars	615.010	39,702,301	683.558	48,220,634
Plates	345.606	18,589,284	428.480	21,894,014
Other components	-	34,604,515	-	41,823,307
Others	-	15,704,643	-	16,477,287
		158,891,276		192,874,759

D. Stocks :

Opening : Industrial Chains	213 Mtr + 1 Lot	2,642,162	655 Mtr + 890 Nos.	2,315,828
Sprocket Wheels	20 Nos.	102,200	NIL	NIL
Closing : Industrial Chains	231 Mtr + 1 Lot	2,881,191	213 Mtr + 1 Lot	2,642,162
Sprocket Wheels	66 Nos.	1,353,381	20 Nos.	102,200



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

	Current Year	Previous Year
	Rupees	Rupees
Raw Materials	6,707,092	8,916,856
Stores and Spares	NIL	NIL
Capital Goods	NIL	NIL

NOTE 35 : Expenditure in Foreign Currency on account of :

Travelling	545,220	1,141,220
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NOTE 36 : Value of Raw Materials Consumed :

	Value	% of Total	Value	% of Total
	Rupees	Consumption	Rupees	Consumption
Imported	6,707,092	4.22	8,916,856	4.62
Indigenous	152,184,184	95.78	183,957,903	95.38
	<u>158,891,276</u>	<u>100.00</u>	<u>192,874,759</u>	<u>100.00</u>

NOTE 37 : Value of Stores & Spares Consumed :

	Value	% of Total	Value	% of Total
	Rupees	Consumption	Rupees	Consumption
Imported	NIL	0.00	NIL	NIL
Indigenous	22,153,318	100.00	19,952,881	100.00
	<u>22,153,318</u>	<u>100.00</u>	<u>19,952,881</u>	<u>100.00</u>

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

	Current Year	Previous Year
	Rupees	Rupees
For The Financial Year	2012-13	2011-12
No. of Shareholders	Four	Four
No. of Shares held	212,760	212,760
Net amount of Dividend Remitted	638,280	638,280

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

	Rupees	Rupees
Industrial Chains	7,252,755	10,838,484
Sprocket Wheels	4,407,482	946,104
	<u>11,660,237</u>	<u>11,784,588</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 Board of Directors have proposed equity dividend of Rs.1.50 (P.Y Rs.3.00) per equity share of Rs.10.00 each. The aggregate amount of equity dividend proposed to be distributed is Rs.13,26,724/- (P.Y. Rs.26,53,447/-) including Dividend Distribution Tax of Rs.1,92,724/- (P.Y. Rs. 3,85,447/-)

Note 42 Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.

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

Signature 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 Krisnadas**

: **K. K. Seksaria**

: **Daksha S. Amin**

: **S. G. Parekh**

Place : Navsari

Date : 5th May, 2014

Place : Vithal Udyognagar

Date : 30th April, 2014



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 **47th Annual General Meeting** of the Company to

be held on **Thursday, 17th day of July, 2014 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