

Many Applications
One Solution !

49th
Annual Report
2015 - 2016



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



OBITUARY

Sad Demise of Smt. Sushilaben Shantilal Patel, Ex – Chairman

April 16, 1923 – March 07, 2016

Smt. Sushilaben Shantilal Patel, was promoter-Director of the company since the inception and was one of the pillar of the company. She was great strength & support to late Shri Shantilal I. Patel – fonder of the Company. She will be remember for her extra ordinary human qualities and philanthropic activities. Her absence has created a vacuum, which will be difficult to fill, although her spirit lives on, inspiring all, who were directly or indirectly associated with her.

May, her soul rest in peace.





BOARD OF DIRECTORS

Shri Suresh H. Amin	Chairman & Whole Time Director
Shri Ashish S. Amin	Managing Director
Shri Ashok Krishnadas Parikh	Director
Shri Kailashchandra K. Seksaria	Director
Shri Wolfgang Fuchs	Director
Smt. Daksha S. Amin	Non- Executive Woman Director
Shri Anil D. Gandhi	Director
Dr. Satish G. Parekh	Director
Shri Mahesh H. Joshi	Director

AUDITOR

M/S. THACKER BUTALA DESAI
Chartered Accountants
G-21/22 Tanariri Apartment,
Ashabaug Society,
Near Dudhiya Talab,
Navsari - 396 445.

BANKERS

STATE BANK OF INDIA,
SPL, Comm, Bra. ANAND - 388001, Gujarat, India.
CORPORATION BANK,
VALLABH VIDYANAGAR - 388120, Gujarat, India.

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA Pvt. Ltd.
1st Floor, B-102 & 103, Old Padara Rd,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara, Gujarat.

REGISTERED OFFICE

Anand – Sojitra Road,
Vitthal Udyognagar - 388 121,
Ta. & Dist. Anand (Gujarat)
INDIA.

NOTICE

Notice is hereby given that the 49th Annual General Meeting of the Shareholders of ROLCON ENGINEERING CO LTD., (CIN: L29259GJ1961PLC001439) will be held on Thursday, 22 September, 2016 at 3.00 p.m. at the Registered Office of the Company at Vitthal Udyognagar-388121, Ta. & Dist. Anand, Gujarat to transact the following business;

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2016, and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint Shri. S. H Amin, who retires by rotation and being eligible of fer himself for re-appointment.
3. To ratify appointment of Auditors and Fix their Remuneration for the year 2016-17.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provision of SEBI (LODR) Regulation, 2015 and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Wolfgang Fuchs (DIN: 07317102) who was appointed by Board of Directors as an Additional Director pursuant to the Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five Consecutive years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act.”

5. To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provision of SEBI (LODR) Regulation, 2015 and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Kiran M Patel (DIN: 00084171) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five Consecutive years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act.”

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND 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 i.e. 3.00 p.m.
3. The Register of Members and Share Transfers Books of the Company will remain closed from 16th September to 22nd September, 2016 (Both days Inclusive).

Remote E-voting:

The Company is pleased to provide Remote E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 49th Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **19th September, 2016 at 09.00 AM and ends on 21st September, 2016 at 05.00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Sheet indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ROLCON ENGINEERING COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact **Shri Kiran Vaghela, Company Secretary on 02692-230766.**

Other Instructions:

1. Mr. D G Bhimani, Practicing Company Secretary, Proprietor of M/s. D G Bhimani & Associate, Anand has been appointed as the Scrutinizer to Scrutinize the E- Voting process (Including the Poll at the Annual general Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e- voting period, after conclusion of Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to rolcon@rolconengineering.com by mentioning their Folio No./DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer's report shall be placed on the Company's websites rolcon@rolconengineering.com and on the website of the CDSL www.evotingindia.com within 2 days of the passing of the resolutions at the 49th AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

For and on Behalf of Board of Directors

A. S. AMIN

Managing Director (DIN: 01130354)

Place: Vitthal Udyognagar

Date: May 20, 2016.

Explanatory Statement

The Explanatory Statement, as requires under the section 102 of the companies Act, 2013, set out all material fact relating to the special business (if any).

Item No. 4: pursuant to the Section 161 of the Companies Act, 2013 (the Act) and applicable rules made thereunder and provision of the Listing Agreement entered with the Stock Exchanges, the Company had, appointed Shri. Wolfgang Fuchs (DIN: 07317102) as an Additional Director (Independent Director) w.e.f. 29th October, 2015 who hold office up to the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Wolfgang Fuchs as an Independent Director of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Shri. Wolfgang Fuchs as an Independent Director as per his letter of appointment for a period of five years from the ensuing Annual General Meeting.

Shri. Wolfgang Fuchs has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 his appointment as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of the appointment of Shri. Wolfgang Fuchs as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Except Shri. Wolfgang Fuchs, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5: The Board of Director has proposed the name of Shri. Kiran M Patel (DIN: 00084171) as Independent Director in terms of the applicable provisions of the Companies Act, 2013, Shri. Kiran M Patel (DIN: 00084171) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Shri. Kiran M Patel (DIN: 00084171) as an Independent Director as per his letter of appointment for a period of five years from the ensuing Annual General Meeting. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 his appointment as an Independent Director is now being placed before the Members for their approval

The terms and conditions of the appointment of Shri. Kiran M Patel (DIN: 00084171) as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.



He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Except Shri. Kiran M Patel (DIN: 00084171), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

For and on Behalf of Board of Directors

A. S. AMIN

Managing Director (DIN: 01130354)

Place: Vitthal Udyognagar

Date: May 20, 2016.

Information on the Directors Recommended for Appointment/ Re-appointment as required under regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Particulars	Shri S. H. Amin	Shri Wolfgang Fuchs	Shri Kiran M Patel
Date of Birth	13th August, 1936	29th May, 1958	30th October, 1951
Date of Appointment	28th April, 1982	29th October, 2015	Proposed in Ensuing AGM
Qualification	Mechanical Engineer. Master Degree (M.S.) from Brunshweig University, West Germany.	Dip. Ing., Germany	Chartered Accountant
Expertise in the Function area	Engineering & Wide management experience	Engineering & Wide management experience	Internal Audit & Tax Audit.
Relation with Director inter-se	Relative (Son) Shri Ashish S. Amin & Relative (Wife) Smt. Daksha S. Amin.	NIL	NIL
Directorship in other Listed/public company As on 31st March, 2016	NIL	NIL	NIL
Memberships/ Chairmanships of committees of other Listed/public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)As on 31st March, 2016	NIL	NIL	NIL
Number of Share held in company as on 31 st March, 2016.	69,978 (Including HUF shareholding)	NIL	NIL

BOARD'S REPORT

**TO,
THE MEMBERS OF,
ROLCON ENGINEERING CO. LTD.**

Your Directors takes pleasure in presenting the 49th Annual report together with the Audited Financial Statements and Auditors' Report for the financial year ended 31st March, 2016. The financial highlights for the year under review are given below:

STATE OF AFFAIRS :

<u>Particulars</u>	(Rs. In LAKHS)	
	2015-16	2014-15
Income	2772.23	3564.45
Profit before depreciation and tax	(38.57)	189.08
Less: Depreciation	100.46	118.02
Profit before Tax	(144.23)	71.06
Less :		
Provision for Current Tax	-	30.00
Deferred Tax Liability/(Assets)	(1.59)	(4.58)
(Excess)/Short Provision of the earlier years	1.01	(3.55)
Profit after Tax	(141.63)	49.19
Add:		
The amount brought forward from- the last year's account	666.77	662.93
Total available	525.14	712.12
 APPROPRIATIONS :		
a) Proposed Dividend	-	11.34
b) Provision for Corporate Tax On Dividend	-	2.27
General Reserve	-	8.00
c) Revaluation of Fixed Assets –Adjustment	-	23.74
d) Balance carried forward	525.14	666.77
TOTAL	525.14	712.12

DIVIDEND

Due to adverse financial result during the year, the Board of Director has not Recommend any dividend for F.Y. 2015-16.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of the Loan, Guarantees and investments covered under provision of section 186 of the company Act, 2013:

15 Equity Shares of The Charotar Gas Sahkari mandali Ltd to Rs. 7500/-

DIRECTORS

- 1) In the Board Meeting held on 30th July 2015, Directorship of Shri. Knut Hermann Bovenkamp, (DIN: 02871911) is terminated under section 167 (b) of the company Act, 2013. Your Directors place on record their sincere appreciation for the valuable contribution made by him.
- 2) In the Board Meeting held on 29th October, 2015, Board has appointed Mr. Wolfgang Fuchs, a Resident of Germany having (DIN: 07317102) as an Additional Director up to ensuing Annual General Meeting.
- 3) Shri. S. H. Amin retire by rotation and being eligible, offer himself for re-appointment. Appointment of Shri. Kiran M Patel and Shri. Wolfgang Fuchs is proposed as independent directors. Your directors recommend their appointment. Your Directors have made necessary disclosures, as required under various provisions of the Act.

REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed remuneration policy is available on the company's website www.rolconengineering.com.

MEETINGS

The Details of the meetings are given in **Annexure-A**

DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in the terms of the section 134(3)(c) of the Company Act, 2013:

- 1) that in the preparation of the Annual financial statements for the year ended March 31, 2016, the applicable Accounting standards have been followed along with proper explanation relating to material departures, if any;
- 2) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31st, 2016 and of the profit of the Company for the year ended on that date;
- 3) that Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;

- 4) that the Annual Accounts have been prepared on a going concern basis;
- 5) that the proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- 6) that the systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business.

The details are given in **Annexure –B**

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the Section 177 of the Company Act, 2013 and Clause 49 of the Listing Agreement and other applicable provisions, the Company has a Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. Further, a dedicated helpline has been set up by the company in Line management. The helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct. Details of the Policy are available on the company's website www.rolconengineering.com

CODE OF CONDUCT

The Board has framed and approved code of conduct for Board of Directors and senior management of the company in Compliance with Regulation 17(5) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

AUDITORS

Thacker Butala Desai, Chartered Accountants, Navsari statutory auditor of the company, appointed on 47th AGM and will retire on the conclusion of the 50th Annual General Meeting i.e. for a period of three (03) consecutive years (Subject to ratification by the Member at every AGM during the term of their appointment). They have confirmed their eligibility under section 141 of the Companies Act, 2013 and the rules framed thereunder. Your directors have recommended ratification of their appointment.

SECRETARIAL AUDIT

Pursuant to provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. D G Bhimani and Associates, Anand, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit of the company is given herewith as **Annexure-C**

Further, as mentioned in the attached report by the Secretarial Auditor regarding adverse remark, there is very minor portion of promoter's shareholding left to Dematerialized and which is under process to convert same in Demat form as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

CORPORATE GOVERNANCE

Pursuant to the SEBI circular dated September 15, 2014 and Regulation 15(2) contained in Chapter IV to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 2nd September, 2015 in Connection with Corporate Governance is not applicable to the company, since the paid-up capital of the company is less than Rs. 10 Crores and Net Worth of the company is below Rs. 25 Crores as on last day of previous financial year.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information on Conservation of energy, technology absorption and foreign exchange earning and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure–D**

FIXED DEPOSIT

Your Company has not accepted any Fixed Deposits during the year.

DETAILS OF ORDER PASSED BY THE REGULATORS

There was no significant and material orders passed by the regulators or courts or Tribunals Impacting the Going Concern Status and Company's Operation in the future.

EXTRACT OF ANNUAL RETURN

The details forming the part of the extract of the Annual Return in the Form MGT-9 is attached herewith as **Annexure –E**

PARTICULARS OF EMPLOYEES

There is no employee whose details is required to be disclosed pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

VOLUNTARY DE-LISTING OF SHARE FROM AHMEDABAD STOCK EXCHANGE

Company has under chapter III clause 6(a) of SEBI (Delisting of Equity Shares) Regulation, 2009 applied to the Ahmedabad Stock exchange for voluntary De-listing of Share with approval of Board of Director's meeting held on 8th May, 2015 and consequential to the proceeding company's share were De-listed w.e.f. 22th February, 2016.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has safe and healthy work environment that enables its employees to work without fear, prejudices, gender bias and Sexual harassment and also set up guideline in line with the requirement of The Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

Company has not received any complaints during the financial year.

ACKNOWLEDGEMENT

Your Directors place on record their sincere 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.

For and on Behalf of Board of Directors

S. H. AMIN

Chairman & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 20, 2016.

ANNEXURE – ‘A’ TO BOARD’S REPORT

Board Meeting:

During the year 2015-16 Four (4) Meetings of Board of Directors were held i.e. on

8th May, 2015

30th July, 2015

29th October, 2015

21st January, 2016

Audit Committee:

Audit Committee is formulated by the Company with the following Composition;

- | | |
|-------------------------|---------------------------------|
| 1. Dr. Satish G. Parekh | Chairman of the Audit Committee |
| 2. Shri Ashish S. Amin | Member of the Audit Committee |
| 3. Shri M H Joshi | Member of the Audit Committee |

During the year 2015-16 Four (4) Meetings of Audit Committee were held i.e. on

8th May, 2015

20th July, 2015

29th October, 2015

21st January, 2016

Nomination & Remuneration Committee:

Nomination & Remuneration Committee is formulated by the Company with the following Composition and one (1) meeting was held on 29th October, 2015 thereof:

- | | |
|-------------------------|---------------------------------|
| 1. Dr. Satish G. Parekh | Chairman of the N & R Committee |
| 2. Smt. Daksh S. Amin | Member of the N & R Committee |
| 3. Shri M H Joshi | Member of the N & R Committee |

For and on Behalf of Board of Directors

S. H. AMIN

Chairman & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 20, 2016.

ANNEXURE – ‘B’ TO BOARD’S REPORT

Form No. AOC – 2 Related Party Transaction

(Pursuant to Clause (h) of Sub – Section (3) of section 134 of the Act and Rules 8(2) of the Companies (Accounts) Rules, 2014.

A) There was no Contracts or Arrangements or transactions entered during the year ended March 31, 2016 which were not at arm’s length basis.

B) Details of Material Contracts or Arrangements or transactions at arm’s Length basis are as follows:

Name of the Related Party	Nature of Relationship	Duration of Contract/ Arrangement/ Transaction	Approval by Board/ Committee meeting	Value of Contract/ Arrangement/ Transaction (Rs.)	Advance Amount paid if Any
Purchase of materials: Maruti Rubber Product Pvt. Ltd	Significant Influence	On Going	Board Meeting	3,20,040	NIL
Purchase of materials: Sudeep Rub-Chem Pvt. Ltd	Significant Influence	On Going	Board Meeting	89,287	NIL
Rent & Electricity Charges Received : APS Diverter Valve Pvt. Ltd	Significant Influence	On Going	Board Meeting	1,73,841	NIL

For and on Behalf of Board of Directors

S. H. AMIN

Chairman & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 20, 2016.

ANNEXURE – ‘C’ TO BOARD’S REPORT

Form No. MR – 3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ROLCON ENGINEERING COMPANY LIMITED

Vallabh Vidyanagar.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROLCON ENGINEERING COMPANY LIMITED (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Notes issued by the Institute of Company Secretaries of India and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minutes, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 Complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and the other records maintained by ROLCON ENGINEERING COMPANY LIMITED for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – As informed to us, there were no FDI transaction in the Company during the year under review
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992(‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent.

We further report that there were no actions/events in pursuance of the following regulations requiring compliance thereof by the Company during the period of this report:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

(vi) Other Applicable Acts

As informed to us, there are no laws which have specific applicability to the Company other than general laws applicable to the industry generally, namely;

- (a) Factories Act, 1948
- (b) Payment of Wages Act, 1936, and rules made there under,
- (c) The Minimum Wages Act, 1948, and rules made there under,
- (d) Employees' State Insurance Act, 1948, and rules made there under,
- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
- (f) The Payment of Bonus Act, 1965, and rules made there under,
- (g) Payment of Gratuity Act, 1972, and rules made there under,

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above except that :

- (i) The 100 % promoters holding is not in DEMAT form as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, there was no any dissenting views.

We further report that there are adequate systems and processes on the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

for D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI

Company Secretary

C P No.: 6628

Place: Anand
Date: May 14, 2016

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE -A and forms an integral part of this report.

ANNEXURE - A

To,
The Members,
Rolcon Engineering Company Limited
Vallabh Vidyanagar

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For D. G. BHIMANI & ASSOCIATES

DINESH G. BHIMANI
Company Secretary
C P No.: 6628

Place: Anand
Date: May 14, 2016

ANNEXURE – ‘D’ TO BOARD’S REPORT

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

(Pursuant to the section 134(3) (m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts) Rules, 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

- a) The Company is using 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, and same has been fully absorbed.
- b) Company has obtained ISO 9001-2008 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.
- c) The Company is continuously improving its quality and installed Latest Equipments and new Testing & Measuring Equipments viz. Fatigue Testing Machine, Wear Testing Machine, Spectroscope, Ultrasonic Tester, Magnetic Crack Detector etc.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned:

Used: Rs. 6229247/-

Earned: Rs. 12987178/-

For and on Behalf of Board of Directors

S. H. AMIN

Chairman & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 20, 2016.

ANNEXURE – ‘E’ TO BOARD’S REPORT

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L29259GJ1961PLC001439
2.	Registration Date	17 th March 1967
3.	Name of the Company	Rolcon Engineering Company Limited
4.	Category/Sub-category of the Company	Company having Share Capital
5.	Address of the Registered office & contact details	P.B. No. 20, Vitthal Udyognagar -388121, via Anand, Gujarat, India. PH. NO: (02692) 230766, 230866, 236582 FAX: (02692) 236453, 236480 E-MAIL: rolcon@rolconengineering.com
6.	Whether Listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt Ltd. C -13, Pannalal Silk Mills Compound, LBS Marg, Bhahdup(w) Mumbai – 400078.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Industrial Chain – Roller & Conveyors Chain	2913	83.02
2.	Sprocket Wheels – Driving Elements	2913	16.98

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	3,26,261	3,26,261	43.16	3,20,636	5,625	3,26,261	43.16	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	-	3,26,261	3,26,261	43.16	3,20,636	5,625	3,26,261	43.16	-
(2) Foreign									
a) Individual (Non-Resident) /Foreign Individuals	-	-	-	-	-	-	-	-	-
b) Bodies Corporates	-	31,520	31,520	4.17	-	31,520	31,520	4.17	-
c) Government	-	-	-	-	-	-	-	-	-
d) Institutions	-	-	-	-	-	-	-	-	-
e) Foreign portfolio Investor	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	31,520	31,520	4.17	-	31,520	31,520	4.17	-
Total Shareholding of Promoter & Promoter group (A)=(A)(1)+(A)(2)	-	3,57,781	3,57,781	47.33	3,20,636	37,145	3,57,781	47.33	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	1,35,000	1,35,000	17.86	1,35,000	-	1,35,000	17.86	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	1,35,000	1,35,000	17.86	1,35,000	-	1,35,000	17.86	-

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	33,876	33,876	4.48	-	36,951	36,951	4.88	0.40
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	47,953	47,953	6.34	10,627	34,401	45,028	5.96	(-0.38)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	1,81,240	1,81,240	23.97	-	1,81,240	1,81,240	23.97	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) NRI	-	-	-	-	-	-	-	-	-
ii) Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
iii) Foreign Nationals	-	-	-	-	-	-	-	-	-
iv) Clearing Members	150	-	150	0.02	-	-	-	-	(-0.02)
v) Trusts	-	-	-	-	-	-	-	-	-
vi) Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	2,63,219	2,63,219	34.82	10,627	2,52,592	2,63,219	34.82	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	3,98,219	3,98,219	52.67	10,627	2,52,592	3,98,219	52.67	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	7,56,000	7,56,000	100.00	4,66,263	2,89,737	7,56,000	100.00	-

(ii) Shareholding of Promoters (Including Promoter Group)

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Dakshaben Sureshbhai Amin	93,520	12.37	-	1,31,245	17.36	-	4.99
2	Sushilaben Shantilal Patel	80,725	10.68	-	5,000	0.66	-	-10.02
3	Suresh Himabhai Amin	64,353	8.51	-	64,353	8.51	-	-
4	Suresh Himabhai Amin (HUF)	5,625	0.74	-	5,625	0.74	-	-
5	Ashish Suresh Amin	43,350	5.73	-	81,350	10.76	-	5.03
6	Prashant Chandrakant Amin	11,720	1.55	-	11,720	1.55	-	-
7	Hemant Chandrakant Amin	6,850	0.91	-	6,850	0.91	-	-
8	Kunal H Amin	6,550	0.87	-	6,550	0.87	-	-
9	Chirag H Amin	6,095	0.81	-	6,095	0.81	-	-
10	Rajendra Himabhai Amin	3,151	0.42	-	3,151	0.42	-	-
11	Arpita Ashish Amin	2,432	0.32	-	2,432	0.32	-	-
12	Asha Pradip Desai	1,890	0.25	-	1,890	0.25	-	-
13	M/s. Kobo- Donghua gmbh & co.kg.	31,520	4.17	-	31,520	4.17	-	-
	Total	3,57,781	47.33	-	3,57,781	47.33	-	-

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3,57,781	47.33	3,57,781	47.33
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	There is no change during the year except inter se transfer of shares by gift on 17.08.2015			
	At the end of the year	-	-	3,57,781	47.33

**(iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	The Oriental Insurance Co. Ltd	75,600	10.00	75,600	10.00	-
2	Neha Mukesh Patel	70,920	9.38	70,920	9.38	-
3	Malay Satish Shah	63,040	8.34	63,040	8.34	-
4	National insurance Co. Ltd	54,000	7.14	54,000	7.14	-
5	Rupal Nilesh Patel	47,280	6.25	47,280	6.25	-
6	Cyto Pvt Ltd	24,518	3.24	24,518	3.24	-
7	Japsaw Pvt Ltd	5,815	0.77	8,890	1.18	0.41
8	Anita Kumari Parikh	8,370	1.11	8,370	1.11	-
9	General Insurance Corp. of India	5,400	0.71	5,400	0.71	-
10	Rodhan Hiralal Shroff	2,700	0.36	2,700	0.36	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Particulars of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Shri Suresh H Amin. Chairman & WTD / KMP					
	At the beginning of the year	64,353	8.51	64,353	8.51
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.				
	At the end of the year	-	-	64,353	8.51
2. Shri Ashish S Amin. Managing Director / KMP					
	At the beginning of the year	43,350	5.73	43,350	5.73
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease. Inter-se transfer on 17.08.2015.	37750	5.03	81350	10.76
	At the end of the year	-	-	81,350	10.76

3. Shri Ashok K Parikh (Director)

At the beginning of the year	1,687	0.22	1,687	0.22
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.	-	-	-	-
At the end of the year	-	-	1,687	0.22

4. Shri Kailashchandra K Seksaria (Director)

At the beginning of the year	50	0.007	50	0.007
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.	-	-	-	-
At the end of the year	-	-	50	0.007

5. Smt. Daksha S Amin (Woman Director)

At the beginning of the year	93,520	12.37	93,520	12.37
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease. Inter-se transfer on 17.08.2015.	37,000	4.99	1,31,245	17.36
At the end of the year	-	-	1,31,245	17.36

6. Shri Anil D Gandhi (Director)

At the beginning of the year	500	0.07	500	0.07
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.	-	-	-	-
At the end of the year	-	-	500	0.07

7. Dr Satish G Parekh (Director)

At the beginning of the year	Director Do not hold share in the Company			
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.				
At the end of the year				

8. Shri M H Joshi (Director)

At the beginning of the year	Director Do not hold share in the Company			
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.				
At the end of the year				

9. Shri Wolfgang Fuchs (Director)

At the beginning of the year	Director Do not hold share in the Company
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.	
At the end of the year	

10. Shri Navin U Patel – C.F.O. & Shri Kiran Vaghela – Company Secretary (Kmps)

At the beginning of the year	Kmps do not hold share in the Company
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease.	
At the end of the year	

(V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Amt. in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	17,01,943	-	-	17,01,943
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	17,01,943	-	-	17,01,943
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	2,73,610	-	-	2,73,610
Indebtedness at the end of the financial year				
i) Principal Amount	14,28,333	-	-	14,28,333
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	-	-	-	-
Total (i+ii+iii)	14,28,333	-	-	14,28,333

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs.)
		Shri. S. H. Amin	Shri. A. S. Amin	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,40,000	15,00,000	29,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,44,000	1,50,000	2,94,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	15,84,000	16,50,000	32,34,000
	Ceiling as per the Company Act.	-	-	42,00,000

B. Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Directors							Total Amt. (Rs.)
		Shri Ashok Parikh	Shri K K Seksaria	Shri Anil Gandhi	Dr Satish Parekh	Shri Fuchs (Appointed as on 29.10.2015)	Shri Knut (Resigned w.e.f 30.07.2015)	Shri M H Joshi	
1.	Independent Directors								
	Fee for attending board committee meetings	20,000	20,000	15,000	20,000	-	-	15,000	90,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	20,000	20,000	15,000	20,000	-	-	15,000	90,000
2.	Other Non-Executive Directors	Smt. Daksha Amin							-
	Fee for attending board committee meetings	15,000							-
	Commission	-							-
	Others, please specify	-							-
	Total (2)	15,000	-	-	-	-	-	-	15,000
	Total (B)=(1+2)	15,000	-	-	-	-	-	-	1,05,000

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD (Amt. in Rs.)

Sr. No	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	TOTAL
1.	Gross salary	3,79,451	2,24,428	6,03,879
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	Others, specify.	-	-	-
5.	Others, please specify	-	-	-
	Total	3,79,451	2,24,428	6,03,879

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no Penalties, Punishment or Compounding of offences during the year ended March 31, 2016.

For and on Behalf of Board of Directors

S. H. AMIN

Chairman & WTD (DIN: 00525235)

Place: Vitthal Udyognagar

Date: May 20, 2016.

Independent Auditor's Report

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

Report on the Financial Statements

We have audited the accompanying financial statements of **ROLCON ENGINEERING CO. LTD.**, (the "Company"), which comprise the Balance Sheet as at **March 31, 2016**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2016**;
- (b) in the case of the **Statement of Profit and Loss**, of the **Loss** for the year ended on that date; and
- © 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and 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 it 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 aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. In our opinion, the company has, in all material respects, an adequate internal financial control with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 j) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, THACKER BUTALA DESAI.
Chartered Accountants
Firm Regi. No. 110864W

M. T. Desai
Partner
Membership No. 030911

Place: Navsari
Date: May 21, 2016

ANNEXURE A 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)

(i)	(a)	The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
	(b)	We have been informed that, a portion of the Fixed Assets have been physically verified by the management during the year in accordance with a programme of verification in a phased manner and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
	(c)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
(ii)	(a)	As explained to us, inventories were physically verified by the management during the year .
	(b)	In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
	(c)	In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and discrepancies noticed on physical verification have been properly dealt with in the books of account of the Company.
(iii)	(a)	The Company has not granted loan to any party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause regarding rate of interest and other terms and conditions on which the loan had been granted is not applicable
	(b)	In view of clause (iii) (a) above, this clause regarding receipt of principal amount and interest thereon is not applicable.
	(c)	In view of (iii) (a) above, this clause regarding overdue amounts of such loans and interest thereon is not applicable.
(iv)	According to information and explanations given to us , the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.	
(v)	In our opinion and according to the information and explanations given to us, the Company has not invited deposits from the public during the year. Therefore, provisions of the clause 3(v) of the Order are not applicable to the Company.	
(vi)	According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.	
(vii)	(a)	According to the information and explanations given to us, in respect of statutory dues, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Sales Tax, Custom Duty, Excise Duty, VAT, Service Tax, Cess and other material statutory dues applicable to it with appropriate authorities.
		According to the information and explanations given to us, in respect of statutory dues, there were no undisputed amount payable in respect of Provident Fund, Income Tax, Sales Tax, Custom Duty, Excise Duty, VAT, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became 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, Sales Tax, Wealth Tax, Custom Duty, VAT and Cess which have not been deposited on account of any dispute.
(viii)	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 and Bank. The Company has not issued any Debenture during the year under review.
(ix)	AThe Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans raised during the year have been utilized for the purpose for which they were obtained.
(x)	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.
(xi)	According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
(xii)	In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
(xiii)	According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
(xiv)	According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
(xv)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
(xvi)	This clause of the Caro 2016 is not applicable to the Company as the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, THACKER BUTALA DESAI.
Chartered Accountants
Firm Regi. No. 110864W

M. T. Desai
Partner
Membership No. 030911

Place: Navsari
Date: May 21, 2016

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ROLCON ENGINEERING CO. LTD.** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, THACKER BUTALA DESAI.
Chartered Accountants
Firm Regi. No. 110864W

M. T. Desai
Partner
Membership No. 030911

Place: Navsari
Date: May 21, 2016



ROLCON ENGINEERING COMPANY LIMITED
Balance Sheet as at 31st March, 2016

(Amt. in Rs.)

PARTICULARS	Note No	As at March 31	
		2016	2015
		Amount	Amount
<u>I. EQUITY AND LIABILITIES :</u>			
(1) Shareholders' Funds			
(a) Share Capital	1	75,60,000	75,60,000
(b) Reserves and Surplus	2	11,12,31,169	12,53,94,091
		11,87,91,169	13,29,54,091
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	2,73,028	Nil
(b) Other Long term liabilities	4	Nil	Nil
(c) Long term provisions	5	Nil	Nil
		2,73,028	Nil
(3) Current Liabilities			
(a) Short-term borrowings	6	14,28,333	17,01,943
(b) Trade payables	7	5,87,94,086	5,43,15,991
(c) Other current liabilities	8	1,78,36,161	1,31,77,399
(d) Short-term provisions	9	10,80,000	18,36,422
		7,91,38,580	7,10,31,755
Total		19,82,02,776	20,39,85,845
II. ASSETS :			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		5,17,79,591	5,46,40,542
(ii) Intangible assets		Nil	Nil
(b) Non-current investments	11	7,500	7,500
(c) Deferred Tax Assets (Net)	12	40,85,698	39,26,791
(d) Other Non Current Assets	13	17,45,303	20,49,477
		5,76,18,092	6,06,24,310
(2) Current assets			
(a) Inventories	14	2,91,30,319	3,28,44,637
(b) Trade receivables	15	5,69,54,327	6,08,81,399
(c) Cash and Bank Balances	16	4,80,71,766	4,61,85,276
(d) Short-term loans and advances	17	35,06,649	10,80,738
(e) Other Current Assets	18	29,21,624	23,69,485
		14,05,84,685	14,33,61,535
Total		19,82,02,776	20,39,85,845

The accompanying notes 1 to 42 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: May 21, 2016

For ROLCON ENGINEERING COMPANY LIMITED

Managing Director : A. S. Amin

Directors : A. K. Parikh
: S. G. Parekh
: M. H. Joshi

CFO : N.U.Patel

COMPANY SECRETARY : KIRAN VAGHELA

Place: Vithal Udyog Nagar
Date: May 20, 2016



ROLCON ENGINEERING COMPANY LIMITED
Statement of Profit and Loss for the year ended on 31st March, 2016 (Amt. in Rs.)

PARTICULARS	Note No	As at March 31	
		2016	2015
		Amount	Amount
I. Revenue from Operations			
(a) Sales:			
Chains		24,76,40,813	31,31,22,534
Sprockets		3,58,37,553	5,70,80,372
Exports		1,31,06,179	1,01,38,034
		29,65,84,545	38,03,40,940
less : Excise Duty		3,15,63,820	3,88,03,617
		26,50,20,725	34,15,37,323
(b) Other Operating Revenue	19	76,23,944	99,42,428
II. Total Revenue from Operations	(a+b)	27,26,44,669	35,14,79,751
III. Other Income	20	45,77,867	49,65,318
IV. Total Revenue	(II+III)	27,72,22,536	35,64,45,068
V. Expenses:			
(a) Cost of Materials Consumed	21	13,49,22,415	17,60,47,634
(b) Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade	22	19,69,220	(1,18,78,518)
(c) Other Operating Expenses	23	5,34,67,296	7,15,26,606
(d) Employee Benefit Expenses	24	5,46,52,589	5,90,28,036
(e) Finance Costs	25	3,55,265	6,92,975
(f) Depreciation & Amortisation Expenses	10	1,00,46,209	1,18,02,501
(g) Other Expenses	26	3,62,32,350	4,21,20,293
		29,16,45,344	34,93,39,528
Total Expenses		29,16,45,344	34,93,39,528
VI. Profit before exceptional and extraordinary items and tax	(IV - V)	(1,44,22,808)	71,05,540
VII. Exceptional Items		Nil	Nil
VIII. Profit before extraordinary items and tax	(VI - VII)	(1,44,22,808)	71,05,540
IX. Extraordinary Items		Nil	Nil
X. Profit before tax	(VIII - IX)	(1,44,22,808)	71,05,540
XI. Tax expense:			
(a) Current Tax		Nil	30,00,000
(b) Deferred Tax Charge / (Credit)		(1,58,907)	(4,58,354)
(c) Short / (Excess) Provision for Taxes of Earlier Years		(1,00,979)	(3,54,742)
XII. Profit(Loss) for the period from Continuing Operations	(X-XI)	(1,41,62,922)	49,18,637
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)	(1,41,62,922)	49,18,637
XVII. Earning per equity share:			
(a) Basic	31	(18.73)	6.51

The accompanying notes 1 to 42 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: May 21, 2016

For ROLCON ENGINEERING COMPANY LIMITED

Managing Director : A. S. Amin

Directors : A. K. Parikh
: S. G. Parekh
: M. H. Joshi

CFO : N.U.Patel

COMPANY SECRETARY : KIRAN VAGHELA

Place: Vithal Udyognagar
Date: May 20, 2016



ROLCON ENGINEERING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 (Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
[A] Cashflow From Operating Activities		
1. Net Profit before Tax	(1,44,22,808)	71,05,540
2. Adjustments for:		
[i] Depreciation and Amortisation	1,00,46,209	1,18,02,501
[ii] Interest Expenses	3,48,807	6,89,553
[iii] Interest & Dividend Income	(35,34,075)	(36,45,722)
[iv] Loss / (Profit) on Sales of Assets	(1,13,972)	-
Operating Profit Before Working Capital Changes (1 + 2)	(76,75,839)	1,59,51,872
3. Adjustments for Working Capital changes:		
[i] Trade & Other Receivables		
* (Increase) / decrease in Trade receivables	39,27,072	39,21,539
* (Increase) / decrease in Short term Loans and Advances	(2,88,906)	(2,91,292)
* (Increase) / decrease in other Current Assets	(5,52,139)	(1,82,223)
* (Increase) / decrease in other Non - Current Assets	3,04,174	(3,84,227)
[ii] Trade & Other payables		
* Increase / (decrease) in Trade payables	44,78,095	(59,62,725)
* Increase / (decrease) in Short term provisions	6,04,311	(1,17,711)
* Increase / (decrease) in other current liabilities	46,58,761	3,75,299
[iii] (Increase) / decrease in in Inventories	37,14,318	(81,36,841)
Cash Generated From Operations	91,69,848	51,73,691
4. Less: Direct Taxes Paid (Net)	(20,36,026)	25,284
5. Misc. Expenditure	-	-
Net Cash From Operating Activities [A]	71,33,822	51,98,975
[B] Cashflow From Investing Activities		
1. Purchase of Fixed Assets	(71,96,353)	(12,69,965)
2. Sale of Fixed Assets	1,25,068	7,000
3. Sale of current Investments	-	-
4. Interest Received	35,32,950	36,44,597
5. Dividend Received	1,125	1,125
Net Cash Generated from / (Used in) Investing Activities [B]	(35,37,210)	23,82,757
[C] Cashflow From Financing Activities		
1. Proceeds from Long Term borrowings	2,73,028	-
2. Proceeds from Other Borrowings	(2,73,610)	(42,18,759)
3. Interest Paid	(3,48,807)	(6,89,553)
4. Dividends Paid (incl. tax thereon)	(13,60,733)	(13,26,724)
Net Cash Generated from / (Used in) Financing Activities [C]	(17,10,122)	(62,35,037)
[D] Net Incr./ (Decr.) In Cash & Cash Equivalents [A+B+C]	18,86,490	13,46,696
[E] Cash & Cash Equivalents at the beginning of the year	4,61,85,276	4,48,38,581
[F] Cash & Cash Equivalents at the end of the year	4,80,71,766	4,61,85,276



ROLCON ENGINEERING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 (Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
1 Components of Cash & Cash Equivalents		
Cash on hand	57,962	69,369
Cheques on hand	-	-
Balances with banks		
- In Current Accounts	79,31,682	88,10,117
- In Margin Money	-	-
- In Fixed Deposit Account	4,00,53,381	3,72,15,271
- Unclaimed Share application Money lying In escrow Account	-	-
- Unclaimed Dividend Account	28,741	90,519
2 Cash and cash equivalents include amount not available for immediate use		
a) Margin Money / Fixed Deposits given as security against borrowings	1,39,87,746	1,30,86,732
b) Unclaimed Dividend Account	28,741	90,519
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.		
5 Previous year figures have been regrouped wherever necessary to conform with current year's classification.		

As per our report of even date attached

For THACKER BUTALA DESAI

Chartered Accountants

M. T. Desai

Partner

Membership No. 030911

Firm Reg. No 110864W

Place: Navsari

Date: May 21, 2016

For ROLCON ENGINEERING COMPANY LIMITED

Managing Director : A. S. Amin

Directors : A. K. Parikh
: S. G. Parekh
: M. H. Joshi

CFO : N.U.Patel

COMPANY SECRETARY : KIRAN VAGHELA

Place: Vithal Udyognagar

Date: May 20, 2016

Notes forming part of Financial Statements

Note 1 SHARE CAPITAL

(Amt. in Rs.)

PARTICULARS	As at March 31			
	2016		2015	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs. 10/- each	14,60,000	1,46,00,000	14,60,000	1,46,00,000
10% Redeemable Preference Share of Rs. 100/- each	4,000	4,00,000	4,000	4,00,000
Total		1,50,00,000		1,50,00,000
Issued Subscribed & Paid up				
Equity Share of Rs. 10/- each fully Paid - Up	7,56,000	75,60,000	7,56,000	75,60,000
Subscribed but not fully Paid up	N.A.	N.A.	N.A.	N.A.
Total	7,56,000	75,60,000	7,56,000	75,60,000

Reconciliation of Shares outstanding at the beginning and at the end of the year.

PARTICULARS	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7,56,000	75,60,000	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,56,000	75,60,000	-	-

Name of Shareholders holding more than 5% of Equity Shares	As at March 31		As at March 31	
	2016		2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :				
SUSHILABEN S PATEL	5,000	0.66	80,725	10.68
DAKSHABEN S AMIN	1,31,245	17.36	93,520	12.37
THE ORIENTAL INSURANCE COMPANY LTD.	75,600	10.00	75,600	10.00
NATIONAL INSURANCE COMPANY LTD.	54,000	7.14	54,000	7.14
SURESH H AMIN	64,353	8.51	64,353	8.51
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	81,350	10.76	43,350	5.73

PARTICULARS	Aggregate No. of Shares As at March 31,				
	2016	2015	2014	2013	2012
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	
	2016	2015
	Amount	Amount
a. Capital Redemption Reserve		
Opening Balance	4,00,000	4,00,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	4,00,000	4,00,000
b. General Reserves		
Opening Balance	5,83,16,806	5,75,16,806
(+) Current Year Transfer	-	8,00,000
(-) Written Back in Current Year	-	-
Closing Balance	5,83,16,806	5,83,16,806
c. Surplus		
Opening balance	6,66,77,285	6,62,93,594
(+) Net Profit/(Net Loss) For the Current Year	(1,41,62,922)	49,18,637
(-) Proposed Dividend	-	11,34,000
(-) Tax on Dividend	-	2,26,733
(-) Transfer to Reserves	-	8,00,000
(-) Other Adjustment During Year due to Revaluation of Fixed Asset	-	23,74,213
Closing Balance	5,25,14,363	6,66,77,285
Total	11,12,31,169	12,53,94,091

Note 3 LONG TERM BORROWINGS

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Secured		
Term loans from SBI Bank	2,73,028	-
Terms of Repayment:		
Repayable in Fixed Monthly Installment, Interest & Charges payable as an when applied.		
Secured by:		
Hypothecation of respective vehicles		
Total	2,73,028	-

Note 4 OTHER LONG TERM LIABILITIES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Deposits	-	-
Total	-	-

Note 5 LONG TERM PROVISIONS

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
(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	
	2016	2015
	Amount	Amount
Secured		
Over Draft / Cash Credit from Banks		
(I) Overdraft from Indian Bank (Against Lien of Fixed Deposits)	4,97,168	13,02,848
(II) Overdraft from Corporation Bank (Against Lien of Fixed Deposits)	9,31,165	3,97,756
(III) Cash Credit from Corporation Bank (Against Hypothecation of Inventories & Book Debt)	-	1,338
Total	14,28,333	17,01,943

Note 7 TRADE PAYABLES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
(a) Trade Payables for Goods		
Due to SME	-	-
Due to Others	5,27,64,638	4,92,94,985
Due to Subsidiary	-	-
(b) Advance From Customers		
Due to SME	-	-
Due to Others	57,24,585	46,73,222
Due to Subsidiary	-	-
(c) Trade Payables for Expenses		
Due to SME	-	-
Due to Others	3,04,863	3,47,784
Due to Subsidiary	-	-
Total	5,87,94,086	5,43,15,991

Note 8 OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Secured		
Current Maturity of Long Term Borrowings	69,840	-
Unsecured		
Other Payables	1,77,66,321	1,31,77,399
Total	1,78,36,161	1,31,77,399

Note 9 SHORT TERM PROVISIONS

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
(a) Provision for employee benefits		
Bonus	10,80,000	4,75,689
(b) Dividend Payable		
Proposed Dividend	-	11,34,000
Dividend Distribution Tax	-	2,26,733
Total	10,80,000	18,36,422

Note 10 FIXED ASSETS

(Amt. in Rs.)

	Net Block												
	Gross Block					Accumulated Depreciation							
	Balance as at 1 April 2015	Additions	Disposals/ Transfers	Acquired through business combination	Revaluations/ (Impairments)	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Disposals/ Transfers	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2015
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
a													
Tangible Assets													
Land													
LAND (FREE HOLD WIND MILL)	4,93,702	-	-	-	-	4,93,702	-	-	-	-	-	4,93,702	4,93,702
LAND (FREE HOLD)	19,579	-	-	-	-	19,579	-	-	-	-	-	19,579	19,579
Buildings													
OFFICE BUILDING	37,53,226	1,05,125	-	-	-	38,58,351	18,27,247	98,579	-	-	-	19,32,525	19,25,979
FACTORY BUILDINGS	4,51,22,367	34,99,659	-	-	-	4,86,22,026	1,52,32,876	30,23,198	-	-	-	3,03,65,952	2,98,89,491
Plant and Equipments													
PLANT & MACHINERIES	13,21,10,040	24,02,494	-	-	-	13,45,12,534	11,52,90,411	48,75,622	-	-	-	1,43,46,501	1,68,19,629
FLAMELESS FURNACE	53,04,300	-	-	-	-	53,04,300	42,10,631	3,95,908	-	-	-	6,97,761	10,93,669
TURBINE AIR VENTILATORS	11,40,074	-	-	-	-	11,40,074	10,77,769	22,554	-	-	-	39,751	82,305
WIND ELECTRIC GENERATORS	99,03,789	-	-	-	-	99,03,789	93,54,369	1,39,882	-	-	-	4,09,538	5,49,420
GAS CYLINDERS	1,47,732	-	1,47,732	-	-	-	1,47,732	1,47,732	-	-	-	-	-
Computer													
COMPUTER SYSTEMS	27,36,194	57,220	-	-	-	27,93,414	26,54,164	84,163	-	-	-	55,087	82,030
Furniture & Fixtures													
FURNITURE & FIXTURES	43,50,551	3,14,954	-	-	-	46,65,505	35,27,721	2,67,806	-	-	-	8,69,978	8,22,830
ELE. FITTINGS & FIXTURES	23,32,339	-	-	-	-	23,32,339	20,41,395	75,325	-	-	-	2,15,619	2,90,944
ELECTRICAL INSTALLATIONS	28,88,148	97,299	-	-	-	29,85,447	24,68,618	1,26,385	-	-	-	3,90,444	4,19,530
Vehicles													
VEHICLES	1,14,19,864	4,14,889	2,47,760	-	-	1,15,86,993	1,01,69,522	4,27,071	2,36,664	-	-	12,27,064	12,50,342
Office Equipment													
OFFICE EQUIPMENTS	38,88,617	1,30,363	-	-	-	40,18,980	35,70,866	1,85,987	-	-	-	2,62,127	3,17,751
AIR CONDITIONERS	22,82,471	1,74,350	-	-	-	24,56,821	16,79,130	3,23,728	-	-	-	4,53,963	6,03,341
Total	22,78,92,993	71,96,353	3,95,492	-	-	23,46,93,854	17,32,52,452	1,00,46,209	3,84,396	-	-	5,17,79,591	5,46,40,541
b	Intangible Assets												
c	Capital Work In Progress												
d	Intangible assets under Development												
Total	22,78,92,993	71,96,353	3,95,492	-	-	23,46,93,854	17,32,52,452	1,00,46,209	3,84,396	-	-	5,17,79,591	5,46,40,541
Previous Year	22,66,30,028	12,69,965	7,000	-	-	22,78,92,993	15,77,84,494	1,18,02,501	-	-	-	5,46,40,542	6,88,45,534

Note 11 NON CURRENT INVESTMENTS (Amt. in Rs.)

PARTICULARS	As at March 31	
	2016 Amount	2015 Amount
A Trade Investments	-	-
Total (A)	-	-
B Other Investments	7,500	7,500
Investment in Equity Instruments	7,500	7,500
Total (B)	7,500	7,500
Total (A + B)	7,500	7,500

PARTICULARS	As at March 31	
	2016 Amount	2015 Amount
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		
			2016 (4)	2015 (5)		2016 (8)	2016 (10)	2015 (11)		2015 (13)	
(1)	(2)	(3)			(7)	(9)	(10)	(11)	(12)	(13)	
(a)	Investment in Equity Instruments The Charotar Gas Sankari Mandali Ltd	Other	15	15	Fully Paid	-	7,500	7,500	Yes	-	
(b)	Investments in Government or Trust securities	-	-	-	-	-	-	-	-	-	
(c)	Investments in Mutual Funds	-	-	-	-	-	-	-	-	-	

Note 12 DEFERRED TAX ASSET (NET)

(Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Deferred Tax Assets	40,85,698	39,26,791
Less: Deferred Tax Liabilities	-	-
Total	40,85,698	39,26,791

Note 13 OTHER NON CURRENT ASSETS

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Unsecured, considered good :		
Deposits	17,45,303	15,49,119
Advance for Capital Expenditure	-	5,00,358
Total	17,45,303	20,49,477

Note 14 INVENTORIES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Stock-in-trade (as taken , valued and certified by the Management)		
a) Raw Materials	1,23,10,319	1,40,55,417
b) Semi-Finished Goods	68,08,000	34,84,220
c) Finished Goods	1,00,12,000	1,53,05,000
Total	2,91,30,319	3,28,44,637

Note 15 TRADE RECEIVABLES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Unsecured, considered good :		
Trade receivables outstanding for a period less than six months from the date they are due for payment	3,47,85,644	5,46,76,090
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	2,21,68,683	62,05,308
Total	5,69,54,327	6,08,81,399

Trade Receivable stated above include debts due by:

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
Total	-	-

Note 16 CASH AND BANK BALANCES

(Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
I. Cash & Cash Equivalents		
a. Balances with banks	79,60,423	89,00,636
This includes:		
Unpaid Dividend A/c (C.Y. Rs.28741/-, P.Y. Rs.90519/-)	-	-
Margin Money (C.Y. Rs. Nil , P.Y. Rs.Nil)	-	-
Security against Borrowings (C.Y. Rs. Nil , P.Y. Rs. Nil/-)	-	-
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.Nil ,P.Y Rs. Nil)	-	-
b. Cheques, drafts on hand		
c. Cash on hand	57,962	69,369
d. Others (specify nature)		
II. Other Balances		
Fixed Deposit (Including maturity below and after 12 months)	4,00,53,381	3,72,15,271
This includes: (Given under Security for the Borrowing)		
Security against Borrowings		
(C.Y. Rs.13987746 /- , P.Y. Rs.13086732/-)		
Total	4,80,71,766	4,61,85,276

Note 17 SHORT TERM LOANS & ADVANCES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Unsecured, considered good :		
a. Advance Recoverable in Cash or Kind	-	-
b. Loans & Advances to Staff	15,000	60,500
c. Inter Corporate Deposit	-	-
d. Advance to Suppliers - Others	6,17,198	2,82,792
e. Advance Payment of Income Tax (Net of Provisions)	28,74,451	7,37,446
Total	35,06,649	10,80,738

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

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
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

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Unsecured, considered good :		
a) Interest Receivable	11,21,498	11,09,672
b) Cenvat Receivable (For Capital Goods)	3,84,607	2,64,846
c) Cenvat Receivable (For Others)	5,87,633	9,94,967
d) Service Tax Receivable	7,23,041	-
e) VAT / CST Receivable	1,04,845	-
Total	29,21,624	23,69,485

Notes forming part of Statement of Profit & Loss

Note 19 OTHER OPERATING REVENUE (Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Job Work Income	41,851	1,88,556
Scrap Sales	75,82,093	97,53,872
Total	76,23,944	99,42,428

Note 20 OTHER INCOME

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Interest Income	35,32,950	36,44,597
Rent Income	1,39,170	30,000
Dividend Income	1,125	1,125
Net Gain/Loss on Sale of Asset	1,13,972	-
Foreign Exchange Variation	54,337	-
Income from Wind Electric Generators	7,36,313	7,46,862
Bad Debt Written Off Recovered	-	-
Sales Tax Refund	-	5,42,733
Other Income	-	-
Total	45,77,867	49,65,318

Note 21 COST OF MATERIAL CONSUMED

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Opening Stock	1,40,55,417	1,77,97,094
Add : Purchases during the Year	13,31,77,317	17,23,05,957
SUB TOTAL	14,72,32,734	19,01,03,051
Less : Closing Stock	1,23,10,319	1,40,55,417
Total	13,49,22,415	17,60,47,634

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

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Opening Stock: Semi -Finished Goods	34,84,220	26,76,130
Finished Goods	1,53,05,000	42,34,572
	1,87,89,220	69,10,702
Closing Stock : Semi -Finished Goods	68,08,000	34,84,220
Finished Goods	1,00,12,000	1,53,05,000
	1,68,20,000	1,87,89,220
(Increase)/Decrease in Stock	19,69,220	(1,18,78,518)

Note 23 OTHER OPERATING EXPENSES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Power & Fuel	1,94,20,421	2,72,53,410
Store, Tools, Oil & Packing Material Consumed	1,82,77,975	2,24,80,219
Machining Charges	1,22,98,508	1,69,26,168
Clearing & Forwarding Expenses	7,85,180	12,43,396
Freight Inwards	26,85,212	36,23,413
Total	5,34,67,296	7,15,26,606

Note 24 EMPLOYEE BENEFIT EXPENSES

(Amt. in Rs.)

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Managerial Remuneration	32,34,000	32,34,000
Salaries & Wages	4,16,01,087	4,50,58,807
Contribution to Provident Fund	37,31,042	41,35,435
Staff Welfare Expenses	10,36,330	13,49,241
Exgratia / Bonus / Contribution to Superannuation Fund	23,55,610	18,48,347
Gratuity	26,94,520	34,02,206
Total	5,46,52,589	5,90,28,036

Note 25 FINANCE COST

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Interest : Fixed Period Loan	4,508	5,125
: Others	3,44,299	6,84,428
Bank Charges	6,458	3,422
Total	3,55,265	6,92,975

Note 26 OTHER EXPENSES

PARTICULARS	As at March 31	
	2016	2015
	Amount	Amount
Rent	10,57,680	10,57,680
Rates & Taxes (Includes Wealth Tax C.Y Rs Nil , P.Y Rs.Nil)	4,30,963	4,82,723
Stationery, Printing, Postage,etc.	27,69,003	27,15,964
Insurance Premium (Net)	7,07,539	6,78,086
Works & Office Expense	9,34,358	9,35,092
Advertisement	2,15,694	1,83,472
Forwarding & Transport Charges	47,88,772	77,55,059
Commission to Distributors/Agents	56,27,813	81,17,367
Professional,Consultation & Legal Fees	29,27,045	27,44,360
Travelling & Conveyance	81,10,929	64,51,413
Computer Expenses	2,66,791	3,98,376
<u>Repairs & Maintenance</u>		
: Machineries	25,19,867	24,92,106
: Buildings	16,39,639	22,98,722
: Others	12,67,634	19,18,778
Payment to Auditors	1,56,400	1,22,390
Donation	17,000	80,000
Subscription & Membership Fees	2,96,458	2,68,136
Garden Expenses A/c	95,612	3,52,036
Liquidated Damages	2,50,679	2,03,569
Bab Debts Written off	3,95,460	3,33,588
Director Sitting Fees	1,05,000	1,25,000
Foreign Exchange Variation (Loss)	-	37,924
Service Tax Exp	12,852	7,18,991
Sales Tax / Central Excise	1,51,653	60,369
Bank Charges - Others	8,58,727	10,19,177
Interest Expense - Others	277	870
Tender Fees	10,741	-
Festival Expense	63,950	57,510
Security Service	5,53,813	5,11,535
TOTAL	3,62,32,350	4,21,20,293

ROLCON ENGINEERING COMPANY LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

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 written down value method as per the useful life prescribed in schedule III of the Companies Act, 2013.

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:

(1) Transactions 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	<u>Gratuity</u> <u>Funded</u> <u>Rs in Lacs</u>
Expense recognized in the Statement of Profit & Loss for the year ended March 31,2016	
Current Service Cost	8.53
Interest Cost	15.39
Employer Contribution	—
Expected return on Plan Assets	-0.07
Net Actuarial (Gains) / Losses	4.23
Past Service Cost	—
Settlement Cost	—
Total Expense	28.09
Net Asset / (Liability) recognized in the Balance Sheet at March 31, 2016	
Present value of Defined Benefit Obligation as at March 31,2016	190.26
Fair value of plan assets as at March 31, 2016	0.39
Funded status { Surplus / (Deficit) }	-189.87
Net asset / (liability) as at March 31,2016	189.87
Change in Obligation during the Year ended March 31,2016	
Present value of Defined Benefit Obligation at beginning of the year	197.41
Current Service Cost	15.40
Interest Cost	8.53
Past Service Cost	—
Employer Contributions	—
Actuarial (Gains) / Losses	4.17
Benefits Payments	-35.27
Present value of Defined Benefits Obligation at the end of the year	190.26
Change in Assets during the year ended March 31,2015	
Plan assets at the beginning of the year	1.56
Assets acquired in amalgamation in previous year	—
Settlements	—
Expected return on plan assets	0.07
Contributions by Employer	34.09
Actual benefits paid	-35.27
Actuarial (Gains) / Losses	-0.06
Plan Assets at the end of the year	0.39

Actuarial Assumptions:

Discount Rate:	7.80 %
Expected Rate of Return on Plan Asset:	7.80 %
Mortality Rates:	IALM (2006-08) Ultimate Published Table of Rates
Withdrawals Rates:	2% p.a.
Retirement Age:	58 years
Rate of Escalation in Salary (p.a.):	6.00 %
Liability of Defined Benefit Obligation as at 31-03-2016	1,90,25,903/-
Profit & Loss Charge for the year ended 31-03-2016	28,09,622/-

The Company has covered Rs.38,953/- out of Total Liability of Rs.1,90,25,903/- by paying yearly premium to Life Insurance Corporation of India over the past years. And the Company has charged Rs.29,94,520/- towards contribution paid to LIC to Statement of Profit And Loss for the year ended 31-03-2016 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.37,31,042/- (P.Y. Rs. 41,35,435/-) 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)

	<u>31.03.2016</u>	<u>31.03.2015</u>
	Rs.	Rs.
As Audit Fees	72000	60000
For Tax Audit Fees	30000	25000
In other capacity	53400	36000
Re-imbursement of Expenses	1000	1390
TOTAL	<u>156400</u>	<u>122390</u>

Payment to Auditors Rs.156400/- is excluding Service Tax of Rs. 21,896/- (Previous Year Rs. 14955/-)

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 members in the company	Purchase	89,287
2.	Shri. S.H.Amin	Chairman & Whole Time Director	Remuneration	1,584,000
3.	Shri. A.S.Amin	Managing Director	Remuneration	1,650,000
4.	Smt. A.A.Amin	Managing Director's Wife	Remuneration	339,403
5.	Maruti Rubber Product pvt. Ltd.	Directors are members in the company	Purchase	320,040
6.	APS Diverter valve pvt. Ltd.	Directors are members in the company	Rent and Electricity expense	173841

Note 30 Segment information

Segment information for the year ended 31st March 2016.

(Rs. In LAKHS)

Sr. No.	Particulars	Rs.
1.	Segment Revenue	
	(A) Industrial Chain	2262.95
	(B) Sprocket Wheel	463.50
	Total	2726.45
	Less : Inter Segment Revenue	-----
	Net Sales / Income from Operations	2726.45
2.	Segment result (Profit & (Loss) before tax and Finance Costs)	
	(A) Industrial Chain	(79.13)
	(B) Sprocket Wheel	(61.55)
	Total	(140.68)
	Add	
	(A) Finance Costs	(3.55)
	(B) Other un-allocable expenditure net off un-allocable income	-----
	TOTAL PROFIT / (LOSS) BEFORE TAX	(144.23)
3.	Capital Employed	
	(Segment Assets - segment Liabilities)	
	(A) Industrial Chain	1175.91
	(B) Sprocket Wheel	12.00
	(C) Un-allocable Corporate Assets less Liabilities	-----
	Total Capital Employed in Company	1187.91

Note 31 Earning per Share:

	Current Year	Previous Year
	Rs.	Rs.
Basic Earning Per Share	(18.73)	6.51
Diluted Earning Per Share	(18.73)	6.51
Face Value Per Share	10.00	10.0

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 (in Rs.)	(1,41,62,922)	49,18,637
Weighted average No. of share during year	7,56,000	7,56,000

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. Other Informations

A. TURNOVER :

	Current Year		Previous Year	
	Unit/Qty.	Value Rupees	Unit/Qty.	Value Rupees
Industrial chains & Spares	44834 Mtrs.&93199 Nos.	22,00,22,474	44749Mtrs.&123103 Nos.	28,60,11,101
Sprocket Wheels	3659 Nos.	4,49,98,251	3298 Nos.	5,55,26,222
		<u>26,50,20,725</u>		<u>34,15,37,323</u>

B. Raw Materials Purchased :

	Unit/Qty.	Value Rupees	Unit/Qty.	Value Rupees
Flats	812.430	4,12,64,858	1,019.494	5,59,72,705
Round Bars	621.522	3,50,99,319	635.722	3,84,24,699
Plates	424.875	2,03,74,829	361.469	1,95,65,445
Other components	-	2,72,69,290	-	4,36,07,375
Others	-	91,69,021	-	1,47,35,733
		<u>13,31,77,317</u>		<u>17,23,05,957</u>

C. Raw Materials Consumed :

	Unit/Qty.	Value Rupees	Unit/Qty.	Value Rupees
Flats	804.735	4,11,60,228	1,041.005	5,02,90,533
Round Bars	609.442	3,44,35,714	648.137	39,70,230
Plates	439.195	2,13,11,312	379.740	1,85,89,284
Other components	-	2,87,02,297	-	3,46,04,515
Others	-	93,12,864	-	1,57,04,643
		<u>13,49,22,415</u>		<u>17,60,47,634</u>

D. Stocks :

Opening : Industrial Chains	785 Mtr + 1 Lot	13418644	231 Mtr + 1 Lot	2881191
Sprocket Wheels	120 Nos	1886356	66 Nos	1353381
Closing : Industrial Chains	690.5 Mtr +1 Lot	8275000	785 Mtr + 1 Lot	13418644
Sprocket Wheels	96Nos	1737000	120 Nos	1886356

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

	Current Year Rupees	Previous Year Rupees
Raw Materials	52,95,532	1,27,58,695
Stores and Spares	NIL	NIL
Capital Goods	NIL	NIL

NOTE 35. Expenditure in Foreign Currency on account of :

	Current Year Rupees	Previous Year Rupees
Travelling	6,14,575	2,29,270

NOTE 36. Value of Raw Materials Consumed :

	Current Year		Previous Year	
	Value Rupees	% of Total Consumption	Value Rupees	% of Total Consumption
Imported	52,95,532	3.92	1,27,58,695	7.25
Indigenous	12,96,26,883	96.08	16,32,88,939	92.75
	<u>13,49,22,415</u>	<u>100.00</u>	<u>17,60,47,634</u>	<u>100.00</u>

NOTE 37. Value of Stores & Spares Consumed :

	Current Year	Previous Year
Imported	NIL 0.00	NIL 0.00
Indigenous	1,82,77,975 100.00	2,24,80,219 100.00
	<u>1,82,77,975 100.00</u>	<u>2,24,80,219 100.00</u>

NOTE 38. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders:

	Current Year	Previous Year
Financial Year	2014-15	2013-14
No. of shareholders	Four	Four
No. of Shares held	2,12,760	2,12,760
	Rupees	Rupees
Net amount of Dividend Remitted	<u>3,19,140</u>	<u>3,19,140</u>

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

	Rupees	Rupees
Industrial Chains	1,09,26,796	54,08,142
Sprocket Wheels	20,60,382	39,70,361
	<u>1,29,87,178</u>	<u>93,78,503</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 Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.

Note 42 Note No. 1 to 41 form an integral part of Financial Statements

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 42

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: May 21, 2016

Managing Director

Directors

CFO

Company Secretary

: A. S. Amin

: A. K. Parikh

: S. G. Parekh

: M. H. Joshi

: N. U. Patel

: Kiran Vaghela

Place: Vithal Udyognagar

Date: May 20, 2016



Form No. MGT-11

PROXY FORM

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

ROLCON ENGINEERING COMPANY LTD

Registered Office: Anand- Sojitra Road, Vithal Udyognagar-388121, Gujarat, India.
CIN: L29259GJ1961PLC001439, E-MAIL: rolcon@rolconengineering.com

49th ANNUAL GENERAL MEETING – September 22, 2016

Name of the Member(s)	
Registered address	
E-mail Id:	
Folio No. / Client Id	
DP ID	

I/We, being the holder(s) of _____ equity shares of **ROLCON ENGINEERING CO. LTD** Limited, hereby appoint,

- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____, or failing him/her
- Name : _____
E-mail Id : _____
Address : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at Annual General Meeting of the Company, to be held on the 22 day of September, 2016 at 3.00 p.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2016, and the Reports of the Board of Directors and Auditors thereon
- To Appoint Shri S. H Amin, who retires by rotation and being eligible offer himself for re-appointment.
- To ratify appointment of Auditors and Fix their Remuneration for the year 2016-17.

SPECIAL BUSINESS:

- To Appoint Mr. Wolfgang Fuchs as an Independent Director.
- To Appoint Mr. Kiran Patel as an Independent Director.

Signed this _____ day of _____, 2016

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROLCON

ENGINEERING CO. LTD.

(ISO 9001 : 2000 Company)

CIN L 29259 GJ 1961 PLC001439

F.B. NO. : 20,

Virthal Udyognagar - 388 121.

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