



BOARD OF DIRECTORS

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

AUDITORS

THACKER BUTALA DESAI

Chartered Accountants

Navsari, Gujarat.

BANKERS

STATE BANK OF INDIA
CORPORATION BANK

REGISTERED OFFICE

Anand - Sojitra Road
Vallabh Vidyanagar 388 120 (Gujarat)
INDIA.



NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the shareholders of **ROLCON ENGINEERING COMPANY LIMITED** will be held on **15th JULY 2010**, the **Thursday** at 3.00 p.m. at the Registered Office of the Company at Vallabh Vidyanagar to transact the following business;

ORDINARY BUSINESS:

- 1 To consider and adopt the Audited Balance Sheet as at 31st March 2010, the profit & Loss Account for the year ended on that date, together with report of the Board of Directors and Auditors thereon.
- 2 To declare dividend.
- 3 To appoint a director in place of Smt.S.S.Patel, who retires by rotation, and being eligible, offers herself for re-appointment.
- 4 To appoint a director in place of Mr.B.D.Patel, who retires by rotation, and being eligible, offers himself for re-appointment.
- 5 To appoint a director in place of Mr.K. K. SEKSARIA, who retires by rotation, and being eligible, offers himself for re-appointment.
- 6 To appoint Auditors and to fix their remuneration.

By Order of the Board
Suresh H Amin
Managing Director

Place: Vallabh Vidyanagar
Date: 23rd April-2010

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
- 3 The Register of Members and Share Transfers Books of the Company will remain closed from Monday 12th July-2010 to Thursday 15th July-2010. (both days inclusive).
- 4 Subject to the provisions of the Section 206A of the Companies Act, 1956 dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 15th July-2010 to those members whose names appear on the Register of Member as on 15th July-2010.

By Order of the Board

Suresh H Amin
Managing Director

Place : V. V. NAGAR

Date : 23rd April-2010



DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present their report on the business and operations of your Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March-2010. The financial highlights for the year under review are given below:

WORKING RESULTS:

	Rupees in lacs	
	<u>2009-10</u>	<u>2008-09</u>
Income	2940.76	3317.15
Profit Before Depreciation & Tax	313.59	376.71
Less: Depreciation	<u>99.73</u>	<u>103.39</u>
Profit before Tax	<u>213.86</u>	<u>273.32</u>
Less: Provision for Taxation	80.14	105.71
Fringe Benefit Tax	0.00	4.31
Deferred Tax Assets	<u>-6.54</u>	<u>-12.22</u>
Profit after Tax	140.26	175.52

Add:

a) The amount brought forward from the last Year's account	327.56	217.87
b) Excess / Short Provision of the earlier years	<u>3.72</u>	<u>10.45</u>
Total available	<u><u>471.54</u></u>	<u><u>382.94</u></u>

APPROPRIATIONS :

a) Proposed Dividend	30.24	30.24
b) Provision for Corporate Tax On Dividend	5.14	5.14
c) General Reserve	20.00	20.00
d) Balance carried forward	<u>416.16</u>	<u>327.56</u>
	<u><u>471.54</u></u>	<u><u>382.94</u></u>

DIVIDEND :

Your directors has recommended a dividend of Rs. 4.00 per share, aggregating to (40 %) for the current year. The dividend payout, if approved, will result in outflow of Rs. 35.38 Lacs inclusive of Rs. 5.14 Lacs for dividend tax.

PRODUCTION:

Chains and Sprockets :

Sales & other income for the year amounted to Rs.2940.76 Lacs against Rs.3317.15 Lacs for the previous due to recession in the overall Engineering Industries.

WIND MILL :

During the year the Wind Mill has generated 167155 Units. Against the units generated at Lamba, Madhya Gujarat Vij Co. Ltd., has given credit for equal units in consumption every month.

DIRECTORS' RESPONSIBILITY STATEMENT

Persuant to Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- 1 the applicable accounting standards were followed in the preparation of annual accounts for the year ended 31st March-2010.
- 2 the accounting Policies are applied consistently to give a true and fair view of the state of affairs of the Company as on 31st March-2010 and of the Profit of the Company for the year ended on that date.
- 3 proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- 4 the Annual Accounts have been prepared on a "going concern" basis.

CORPORATE GOVERNANCE

Provisions of clause 49 of Listing Agreement in connection with Corporate Governance are not applicable to the Company, since the paid up capital of the Company is less than Rs.3.00 crore as well as the net worth of Company is below Rs.25.00 crores.



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

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

FIXED DEPOSITS:

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

PARTICULARS OF EMPLOYEES:

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

PERSONNEL:

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

DIRECTORS:

In accordance with the provisions of the

Companies Act, 1956 and Articles of Association of the Company, Smt. S. S. Patel, K.K.Seksaria and Shri. B. D. Patel retire by rotation at the ensuing Annual General Meeting and they being eligible offers themselves for re-appointment.

AUDITORS:

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

ACKNOWLEDGEMENT:

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

On behalf of the Board

SUSHILA S. PATEL
CHAIRPERSON

Place: V.V.NAGAR.

Date : 23rd April-2010



ANNEXURE TO THE DIRECTORS' REPORT

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH-2010.

A. CONSERVATION OF ENERGY:

Energy conservation measures taken:

- 1) Company has replaced number of high voltage consuming lighting system in to low voltage consuming FL Tubes in the factory shed and workshop to conserve the energy.
- 2) Wind Driven Ventilation Plant which also enables the Plant to be well lit and results in power consumption.
- 3) Switch off the Heat Treatment Section during work break.
- 4) Installation of additional capacitor resulted in improved power factor.
- 5) Implementing & changing the delta connection to star connection in most of all the electric motors, resulted in to saving of electric energy.
- 6) Impact of the measures of 1,2,3 & 4 above for reduction of energy consumption and consequent impact on the cost of production of goods. Saving in fuel cost was achieved.

B. TECHNOLOGY ABSORPTION:

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

1) Research & Development (R & D)

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

accuracy and raise the production. New CNC VTL have also been ordered to improve the accuracies of Sprockets.

(b) Future plan of action:

R & D is striving to improve quality of the chain to the latest standards and for achieving this have already installed Latest Equipments and new Testing & Measuring Equipments viz. S1 Sorter Portable X-Ray Spectrometer, have already ordered for installation.

(c) Expenditure on R & D (Rs. In Lacs)

i) Capital	27.51
ii) Recurring	Nil
iii) Total	27.51
iv) Total R & D Expenditure as Percentage of total turnover.	0.94 %

2) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

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

- b) Company has obtain ISO 9001-2000 certificate for industrial Chain and Sprocket separately from TUV (RWTUV Systems GmbH) GERMANY.

3) Foreign Exchange Earnings and Outgo:

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

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

- (b) Total foreign exchange used and earned:

Used : Rs.28,76,301/-

Earned : Rs.1,00,70,226/-

On behalf of the Board

SUSHILA S. PATEL
CHAIRPERSON

Place: V.V.NAGAR

Date : 23rd April-2010



COMPLIANCE **CERTIFICATE**

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

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

To,
The Members
Rolcon Engineering Company Limited,
Vallabh Vidyanagar,
Anand-Gujarat, India.

We have examined the registers, records, books and papers of Rolcon Engineering Company Ltd., (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year beginning from 1st April, 2009 and ended on 31st March, 2010(Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year;

- 1 The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and entries therein have been recorded.
- 2 The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of

Companies at the time stated in the above annexure.

- 3 The Company being a public Limited Company, comments are not required.
- 4 The Board of Directors duly met four times on 23rd April, 2009, 29th July, 2009, 29th October, 2009 and 28th January, 2010 in respect of which meetings, proper notices were given and the proceedings were properly recorded.
- 5 The Company closed its Register of members from 22nd June, 2009 to 25th June, 2009 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
- 6 The Annual General Meeting for the financial year ended on 31st March-2009 was held on 25th June, 2009 after giving due notice to the members of the Company and the resolutions passed thereat duly recorded in Minutes Book maintained for the purpose.
- 7 No Extra Ordinary General Meeting was held during the year under review.
- 8 The Company has not advanced any loan to its Directors and/ or persons or firms or Companies referred in the Section 295 of the Act.
- 9 The Company has complied with the provisions of Section 297 of the Act in respect of the contracts specified in that section.
- 10 The Company has made necessary entries in the register maintained under



Section 301 of the Act.

- 11 As, there were no instances falling within the preview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
- 12 The Company has not issued any duplicate share certificates during the financial year.
- 13 (i) The Company has delivered all the certificates on transfer of securities.
ii) The Company has deposited the amount for unpaid dividend in separate Bank Accounts specially opened for the purpose with Corporation Bank. During the year, the Company has also sent reminders to the shareholders for claiming their unpaid dividend and the responses from some of the Share Holders have been received against which Company has paid the dividend.
(iii) The Company has paid/posted warrants by issue of Cheques and demand draft for dividends to all the members of the company within period of 30 days from the date of declaration and consequently there is no unclaimed/unpaid dividend lying with the company.
(iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a

period of seven years to Investor Education and Protection Fund.

- (v) The Company has complied with the requirements of Section 217 of the Act.
- 14 The Board of Directors of the Company is duly constituted. During the year, Mrs. Daksha S. Amin is appointed as an Additional Director and requisite e form-32 is filed with ROC.
- 15 As the Company has already appointed Managing Director and Joint Managing Director with the approval of the Shareholders, the terms of which are valid, hence no re-appointment either of Managing Director or Joint Managing Director were made.
- 16 The Company has not appointed any sole selling agents during the financial year.
- 17 The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
- 18 The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant of the Act and the rules made thereunder.
- 19 The Company has not issued any shares, debentures or other securities during the financial year.
- 20 The Company has not bought back any shares during the financial year.
- 21 The Company has not redeemed any preference shares or debentures during



the financial year.

22 There were no transactions necessitating the Company to keep in abeyance rights to dividend, rightsshare and bonus shares pending registration of transfer to shares.

23 The Company has not invited/accepted any deposits including unsecured loans falling within the preview of Sections 58A during the financial year.

24 The Loan from Corporation bank, V.V.Nagar. As the total limit dose not exceed to the limit as specified in terms of the provisions of Section 293 (1) (d) of the Act, as such no approvals of the shareholder are required. Company has sanctioned bank finance / overdraft and other facilities of Rs.75.00

25 The Company has not made any loans or investment or given guarantees or provided securities to other bodies corporate as per Section 372A of the Act and consequently no entries have been made in the register kept for the purpose.

26 The Company has not altered the provision of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.

27 The Company has not altered the provisions of the Memorandum with respect of the objects of the Company during the year under scrutiny.

28 The Company has not altered the

provision of the Memorandum with respect to name of the Company during the year under scrutiny.

29 The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.

30 The Company has not altered its Articles of Associations during the year under scrutiny.

31 As per the information given by the management, no prosecution has been initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.

32 The Company has not received any security deposits from its employees during the financial year.

33 The Company has not constituted for its employees, Provident Fund scheme of its own, as per the meaning of Section 418 of the Act.

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

(Surendra Tamboli)

Proprietor

Place : Vadodara

Date : 30th April, 2010

