



BOARD OF DIRECTORS

Smt. Sushila S. Patel

Shri Suresh H. Amin

Shri Ashish S. Amin

Shri Ashok Krishnadas

Shri Kailashchandra K. Seksaria

Shri Knut Bovenkamp

Smt. Daksha S. Amin

Shri Anil D. Gandhi

Dr. Satish G. Parekh

Chairperson

Managing Director

Joint Managing Director

Director

Director

Director

Director

Director

Director

AUDITORS

THACKER BUTALA DESAI

Chartered Accountants

Navsari, Gujarat.

BANKERS

STATE BANK OF INDIA

CORPORATION BANK

REGISTERED OFFICE

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



NOTICE

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

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit And Loss for the year ended on that date, together with report of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Shri Suresh H. Amin, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Ashish S Amin, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Shri Anil D. Gandhi, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration.

By Order of the Board
Suresh H Amin
Managing Director

Place : Vithal Udyognagar

Date: 30th April, 2014

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
3. The Register of Members and Share Transfers Books of the Company will remain closed from 14th July, 2014 to 17th July, 2014 (Both days inclusive).
4. Subject to the provisions of the Section 206A of the Companies Act, 1956 dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 17th July, 2014 to those members whose names appear on the Register of Member as on 17th July, 2014.

By Order of the Board
Suresh H Amin
Managing Director

Place : Vithal Udyognagar

Date: 30th April, 2014

DIRECTORS' REPORT

To,

The Members,

Your Directors are pleased to present their report on the business and operations of your Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March, 2014. The financial highlights for the year under review are given below :

WORKING RESULTS :

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

DIVIDEND :

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

REVIEW OF PERFORMANCE

Chains and Sprockets :

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

WIND MILL :

During the year the Wind Mill has generated 97464 Units. Against the units generated at Lamba, Gujarat Electricity Board has given credit for equal units in consumption every month.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- 1 The applicable accounting standards were followed in the preparation of annual accounts of the year ended 31st March, 2014 along with proper explanation relating to material departure.
- 2 The accounting Policies are applied consistently to give a true and fair view of the state of affairs of the company as on 31st March 2014 and of the profit of the Company for the year ended on that date.
- 3 Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- 4 The Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE :

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

CREDIT RATING :

The Company has rating from SME Rating Agency of India limited as MSME 3, which indicates security of the Company as **“Above Average”**.

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

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

FIXED DEPOSITS :

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

PARTICULARS OF EMPLOYEES :

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

PERSONNEL :

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

DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri Suresh H Amin, Shri Ashish S Amin and Shri Anil D Gandhi will retire by ration at the ensuing Annual General Meeting and they being eligible offers themselves for re-appointment.

AUDITORS :

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

ACKNOWLEDGMENT

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

By Order of the Board
Sushila S. Patel
Chairperson

Place : Vithal Udyognagar

Date: 30th April, 2014

ANNEXURE TO THE DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY :

Energy conservation measures taken :

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

B. TECHNOLOGY ABSORPTION :

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

1) RESEARCH & DEVELOPMENT (R & D)

- (a) During the Company has installed latest CNC Vertical Machine, Induction Heating Machine, 500 Ton Hydraulic Press Machine, 7.5 Ton EOT Crane, Water Heating System to improve production processes & to achieve accuracy and increase in production.
- (b) R & D is striving to improve quality of the chain to the latest standards and for achieving this, we have already installed Latest Equipments and new Testing &

Measuring Equipments viz. Fatigue Testing Machine, Wear Testing Machine, Spectroscope, Ultrasonic Tester, Magnetic Crack Detector etc..

2) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

- a) Latest technology for manufacture of Chains and Sprockets which has been implemented as per International Standard in Consultation with our technical collaborator M/s. KOBO – DONGHUA GmbH & Co. KG. GERMANY.
- b) Company has obtained ISO 9001-2008 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.

3) FOREIGN EXCHANGE EARNINGS AND OUTGO :

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

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

- (b) Total foreign exchange used and earned :

Used : Rs.79,00,091/-

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

By Order of the Board
Sushila S. Patel
Chairperson

Place : Vithal Udyognagar

Date: 30th April, 2014



COMPLIANCE CERTIFICATE

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

Registration No. of the Company: 04-1439

Nominal Capital: Rs.1, 50, 00,000/-

To,

The Members

**Rolcon Engineering Company Limited,
Vallabh Vidyanagar,
Anand-Gujarat, India.**

We have examined the registers, records, books and papers of Rolcon Engineering Company Ltd., (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year beginning from 1st April, 2013 and ended on 31st March, 2014 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year;

- 1 The Company has kept and maintained registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and entries therein have been recorded.
- 2 The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Register of Companies at the time stated in the above annexure.
- 3 The Company being a public Limited Company, comments are not required.
- 4 The Board of Directors duly met Four times on 3rd May, 2013, 1st August, 2013, 31st October, 2013 and 28th January, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded.
- 5 The Company closed its Register of members from 15th July, 2013 to 18th July, 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.

- 6 The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 18th July, 2013 after giving due notice to the members of the Company and the resolutions passed thereat duly recorded in Minutes Book maintained for the purpose.
- 7 No Extra Ordinary General Meeting was held during the year under review.
- 8 The Company has not advanced any loan to its directors and/ or persons or firms or Companies referred in the Section 295 of the Act.
- 9 The company has complied with the provisions of section 297 of the Act in respect of the contracts specified in that section.
- 10 The Company has made necessary entries in the register maintained under section 301 of the Act.
- 11 As there were no instances falling within the preview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
- 12 The Company has issued duplicate share certificates during the financial year after making requisite compliance as required in term of issuer of share certificates rules.
- 13 (i) The Company has delivered all the certificates on transfer of securities.
 (ii) The Company has deposited the amount for unpaid dividend in separate Bank Accounts specially opened for the purpose with Corporation Bank. During the year the company has also sent reminders to the shareholders for claiming their unpaid dividend.
 (iii) The Company has paid/posted warrants by issue of Cheques and demand draft for dividends to all the members of the company within period of 30 days from the date of deceleration and consequently there is no unclaimed/unpaid dividend lying with the company.
 (iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures

and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.

(v) The Company has complied with the requirements of section 217 of the Act.

14 The Board of Directors of the Company is duly constituted. During the year, Dr. Satish G Parekh was appointed as additional director and his appointment was regularized at the AGM

15 As the Company has already appointed Managing Director and Joint Managing Director with the approval of the Shareholders, the terms of which are valid hence no reappointment of the either Managing Director or Joint Managing Director were made.

16 The Company has not appointed any sole selling agents during the financial year.

17 The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Register or such other authorities as may be prescribed under the various provisions of the Act during the financial year.

18 The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant of the Act and the rules made thereunder.

19 The Company has not issued any shares, debentures or other securities during the financial year.

20 The Company has not bought back any shares during the financial year.

21 The Company has not redeemed any preference shares or debentures during the financial year.

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

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

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

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

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

27 The Company has not altered the provision of the Memorandum with respect to name of the Company during the year under scrutiny.

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

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

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

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

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

For, Surendra Tamboli & Associates
Company Secretaries
(Surendra Tamboli)
Proprietor

Place : Vadodara

Date : 30th April, 2014

ANNEXURE 'A'

Registers as maintained by the Company

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

ANNEXURE 'B'

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

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



INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of **ROLCON ENGINEERING COMPANY LIMITED**, which comprise the Balance Sheet as at **March 31, 2014**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material

misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;