

ROSE ZINC LIMITED



TWENTY THIRD ANNUAL REPORT
(2012-2013)

BOARD OF DIRECTORS

Shri Ashok Kumar Mehta,	Managing Director
Shri Ranjeet Singh Saruparia,	Independent Director
Shri Gheesu Lal Chandaliya,	Independent Director
Shri Naval Singh Khamesra,	Independent Director
Shri Chakrapani Goswami,	Independent Director
Shri Anil Vyas,	Independent Director
Shri Amool Dave,	Independent Director

BANKERS

State Bank of India

AUDITORS

M/s Dhakar & Associates
Chartered Accountants,
73, Bhupalpura, Road No. A,
Udaipur - 313 001 (Raj.)

REGISTERED OFFICE

505-508, S. M. Lodha Complex,
Opp. Shastri Circle Post Office,
Udaipur - 313 001 (Raj.)

WORKS

Tulsi Das Ji Ki Sarai,
Air Port Road, Post Gudli, Udaipur (Raj.)

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NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Members of **ROSE ZINC LIMITED** will be held at 505-508 S.M. Lodha Complex, Opp. Shastri Circle Post Office, Udaipur on Saturday, the 28th Day of September, 2013 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of accounts of the Company for the year ended 31st March, 2013 together with reports of the Directors and Auditors thereon.
2. To appoint Director in place of Shri Ranjeet Singh Saruparia, who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Director in place of Shri Chakrapani Goswami, who retires by rotation and being eligible offer himself for re-appointment.
4. To appoint Dhakar & Associates, the retiring Auditors to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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 Section 257 and other applicable provisions of the Companies Act, 1956, Mr. Anil Vyas be and is hereby appointed as a Director of the company, liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to Section 257 and other applicable provisions of the Companies Act, 1956, Mr. Amool Dave be and is hereby appointed as a Director of the company, liable to retire by rotation."

By Order of the Board of Directors,
For Rose Zinc Limited,

Place : Udaipur
Dated : 30th May 2013

(Ashok Kumar Mehta)
Managing Director

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/herself and the proxy need not be a member of the Company.
2. The Proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th Sept., 2013 to 28th Sept., 2013 (Both days inclusive).

4. Documents relating to any of the items mentioned in the Notice are open for inspection at the Registered Office of the Company on any working day during business hours.
5. Members are requested to intimate the change, if any, in their registered address immediately.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956.

Item No.5

Mr. Anil Vyas was co-opted as Additional Director of the Company with effect from May, 20, 2013 and pursuant to Section 260 of the Companies Act, 1956, he holds office of Director upto the date of this Annual General Meeting. The company has received notice in writing from a member along with required deposit, proposing the candidate of Mr. Anil Vyas for the office of Director pursuant to the provisions of Section 257 of the Companies Act, 1956.

Brief profile of Mr. Anil Vyas is provided elsewhere in this report.

Mr. Anil Vyas recommend the resolution as set out in item no. 5 of the notice for your approval. No director other than Mr. Anil Vyas is, in any way, concerned or interested in this resolution.

Item No.6

Mr. Amool Dave was co-opted as Additional Director of the Company with effect from May 20, 2013 and pursuant to Section 260 of the Companies Act, 1956, he holds office of Director upto the date of this Annual General Meeting. The company has received notice in writing from a member along with required deposit, proposing the candidate of Mr. Amool Dave for the office of Director pursuant to the provisions of Section 257 of the Companies Act, 1956.

Brief profile of Mr. Amool Dave is provided elsewhere in this report.

Mr. Amool Dave recommend the resolution as set out in item no. 5 of the notice for your approval. No director other than Mr. Amool Dave is, in any way, concerned or interested in this resolution.

By Order of the Board of Directors,
For Rose Zinc Limited,

Place : Udaipur
Dated : 30th May 2013

(Ashok Kumar Mehta)
Managing Director

DIRECTOR'S REPORT

To,
The Members,

Your Directors have great pleasure in presenting the 23rd Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL PERFORMANCE

	Year Ended on 31.03.2013 (Rs. in Lacs)	Year Ended on 31.03.2012 (Rs. in Lacs)
Turnover	-	-
Other Income	185.90	41.20
Profit/(Loss) Before Dep., Preliminary Exp. W/off & Financial Charges	72.52	27.88
Financial Charges	10.75	17.04
Profit/(Loss) before Dep. & Preliminary Exp.	-	10.84
Depreciation	0.19	23.10
Preliminary Exp. W/off	-	-
Profit/(Loss) Before Tax	61.58	(12.26)
Income Tax and F.B.T	-	-
Deferred Tax	114.92	(9.59)
Profit /(Loss) after Tax	176.50	(2.67)

Due to decrease in total sales volume, steep fall in the sales prices, adverse foreign exchange fluctuation, revision in the wages coupled with labour unrest, substantial high price of imported raw material in previous few years and also changes taken place regarding import rules of raw material company could not generate sufficient funds to run manufacturing activities, hence company's management has discontinued all the manufacturing activities.

DIVIDEND

Your directors consider it prudent not to recommend any dividend on the equity shares of the company due to losses.

DIRECTORS

Shri Ranjeet Singh Saruparia retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Shri Chakarpani Goswami retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received notices pursuant to Section 257 of the Companies Act, 1956 from two members proposing the candidature of Shri Anil Vyas and Shri Amool Dave for appointment as Directors of the Company. The Board recommends the appointment of Shri Anil Vyas and Shri Amool Dave as Director.

The brief resume of the new directors proposed to be appointed at the annual general meeting as under :-

Name	Shri Anil Vyas	Shri Amool Dave
Age	47 Years	43 Years
Education	B.Sc.	B.Com
Experience in specific area	Worked as Manager (Works) in Public Limited Company	Worked as Manager (Marketing) in Public Limited Company
Date of appointment on Board	20.05.2013	20.05.2013
Name of other companies in which directorship is held (as per Section 275 and 278 of the Companies Act, 1956)	Nil	Nil

LISTING OF SECURITIES.

Equity Shares of your company are listed at Bombay Stock Exchange, Mumbai which has got nationwide coverage.

DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956; your Directors confirm:

- That in preparation of annual accounts, the applicable accounting standards have been followed by your company along with proper explanation relating to material departures, if any.
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period.
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s. Dhakar & Associates, Chartered Accountants, Udaipur, the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

AUDITOR'S REPORT

The Board has taken note on qualifications made by the auditors for which necessary clarifications have been given in notes to the accounts which is self explanatory and do not call for any further clarifications.

ENVIRONMENT

Your company has discontinued all the manufacturing activities and dismantled Plant & Machinery, therefore pollution control besides health and safety measures are not required.

**MAINTENANCE OF COST RECORDS**

Company is maintaining cost accounting records as required under Section 209 (1) (d).

CORPORATE GOVERNANCE

In compliance with clause 49 of Listing Agreement with the Stock Exchange, the management discussion and analysis report, a Corporate Governance Report, and a certificate regarding compliance of the conditions of Corporate Governance are made part of the Annual Report.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The human resource development functions of the company is guided by a strong set of values and policies and plays a pivotal role in maintaining company's strength across all activity centers. The company maintains healthy, cordial and harmonious industrial relations at all levels. Resulted in peaceful settlement of dues of all employees etc.

PARTICULARS OF EMPLOYEES

There were no employees whose remuneration were in excess of the limits prescribed under section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975.

PUBLIC DEPOSIT

The Company has neither invited nor accepted any deposit from the public within the meaning of Section 58A & 58AA of the Companies Act 1956.

COMPLIANCE OF COMPANY LAW MATTERS

The company has appointed Ms. Pooja Bafna a qualified Company Secretary.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The company has discontinued all the manufacturing activities and dismantled Plant & Machinery, therefore actions are not possible in this regard.

FOREIGN EXCHANGE EARNING & OUT GO

a.	Earnings	Rs. Nil
b.	Out go	Rs. Nil

ACKNOWLEDGMENT

The Board wishes to place on records its sincere appreciation to the continued assistance and support extended to the company by the customers, bankers and vendors, Government authorities and employees.

Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board of Directors,

Place: Udaipur
Dated: 30th May, 2013

(Ashok Kumar Mehta)
Managing Director

(Anil Vyas)
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Company operates in the field of zinc, brass and zinc sulphate and its manufacturing unit is located at Udaipur. Due to increase in overall cost of production and coupled with labour unrest, company could not generate sufficient funds to run manufacturing and other business activities, hence company has discontinued all business activities and dismantled major portion of Plant and Machineries.

OPPORTUNITIES, THREATS AND OUTLOOK

Fuel and Sulphuric Acid prices continuous to be a big area of concern as these are widely used in the manufacturing, which have direct impact on total cost. Apart from this, due to decrease in total sales volume, steep fall in the sales prices, adverse foreign exchange fluctuation, revision in the wages coupled with substantially high price of imported raw material and also changes taken place regarding import rules of raw material company, could not generate sufficient funds to run manufacturing activities, hence company's management has closed its unit and settled matter with Labours and their union peacefully

PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Company has not carried-out any operational activities during the year.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The company has an adequate system of internal control system commensurate with its size and the nature of its business. Sound financial and commercial practices continued to be an integral part of the Company.

CORPORATE GOVERNANCE REPORT**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The philosophy of the Company on corporate governance envisages the attainment of the highest level of transparency, accountability, trusteeship, integrity and equity in all the areas of its operations. Your company considers good corporate governance a pre-requisite for meeting the needs and aspirations of its shareholders. Company is committed to good corporate governance. The fundamental objective of the Company is enhancement of shareholder value, whilst taking into account the interest of all other stakeholders for wealth creation. Your company has made substantial disclosures before the Board, Board Committees as also on the financial and stock performance.

BOARD OF DIRECTORS

The Board of Directors is comprised of 7 Directors of which one is executive and Six are non-executive independent Director. Your Board of Directors ensures legal and ethical code of conduct and fair financial reporting. It holds itself accountable to the shareholders for the long term health of the company

S. No.	Name of Directors	Designation	Category of directorship
a.	Shri Ashok Kumar Mehta	Managing Director	Executive
b.	Shri Ranjeet Singh Saruparia	Independent Director	Non Executive
c.	Shri Gheesu Lal Chandaliya	Independent Director	Non Executive
d.	Shri Naval Singh Khamesra	Independent Director	Non Executive
e.	Shri Chakrapani Goswami	Independent Director	Non Executive
f.	Shri Anil Vyas	Independent Director	Non Executive
g.	Shri Amool Dave	Independent Director	Non Executive

As per law, Shri Ranjeet Singh Saruparia & Shri Chakrapani Goswami retire by rotation on the date of this Annual General Meeting and, being eligible, have offered themselves for re-appointment. A brief profile both of them is as follows:

S. No.	Name of Directors	Age	Qualification	Experience	Date of Appointment
a.	Shri Ranjeet Singh Saruparia	76 Yrs.	M.Com, CAIIB	Retd. Regional Manager, Punjab National Bank	31.08.2004
b.	Shri Chakrapani Goswami	69 Yrs.	M.Sc.	Retd. Sr. Chemical Engineer, Mins & geology, Govt. of Rajasthan	01.09.2008

3. Details of Board Meetings, attendance at Board Meetings and last AGM; and details of Memberships in other Boards & Committees:

➤ Details of Board Meetings

The Board met 7 times during the year on 15.04.2012, 18.04.2012, 15.07.2012, 03.09.2012, 29.09.2012, 15.10.2012, 15.01.2013

➤ Attendance and details of membership in other Board & Committees:

S. No.	Name of Directors	No. of Board Meetings held	No. of Board Meetings Attended	Whether Attended last AGM	Category of Directors	Directorship in other Boards	Committee Member
a.	Sh. Ashok Kumar Mehta	07	07	Yes	Executive	1	1
b.	Sh. Ranjeet Singh Saruparia	07	06	Yes	Independent non Executive	-	3
c.	Sh. Gheesu Lal Chandaliya	07	07	Yes	Independent non Executive	-	3
d.	Sh. Naval Singh Khamesra	07	05	Yes	Independent non Executive	-	3
e.	Sh. Chakrapani Goswami	07	06	Yes	Independent non Executive	-	3

4. AUDIT COMMITTEE

The Audit committee met 5 times during the year on dated 15.04.2012, 15.07.2012, 02.09.2012, 15.10.2012 and 15.01.2013. It consists of the following members.

S. No.	Name of Directors	Designation	No. of meeting attended
a.	Shri Ranjeet Singh Saruparia	Chairman (Non executive and independent Director)	4
b.	Shri Chakrapani Goswami	Member	4
c.	Shri Gheesu Lal Chandaliya	Member	5
d.	Shri Naval Singh Khamesra	Member	4

The scope of reference to the committee includes:

- Review of audit with Statutory Auditors.
- Review of accounts with Management.
- Review of annual financial statements with Auditors and management before submission to the Board.

5. SHARE HOLDERS/INVESTORS GRIEVANCE COMMITTEE/ TRANSFER COMMITTEE.

Share holders/investors Grievance Committee consist of following members:

a.	Shri Chakrapani Goswami	Chairman (Non - executive and independent Director)
b.	Shri Ranjeet Singh Saruparia	Member
c.	Shri Gheesu Lal Chandaliya	Member
d.	Shri Naval Singh Khamesra	Member
e.	Shri Ashok Kumar Mehta	Member
f.	Ms. Pooja Bafna	Company Secretary.

This committee facilitates prompt and effective redressal of shareholders complaints and to look into their grievances. The Board has empowered this committee to approve transfer of shares etc. All the complaints were resolved to the satisfaction of the shareholders/investors.

6. REMUNERATION COMMITTEE

The Remuneration Committee consisting of following members:-

a.	Shri Naval Singh Khamesra	Chairman (Non Executive and independent Director)
b.	Shri Chakrapani Goswami	Member
c.	Shri Ranjeet Singh Saruparia	Member
d.	Shri Gheesu Lal Chandaliya	Member

The details of remuneration of the managerial personnel for the year 2012-2013 are given in Note No. 1 (II) at Serial No. N.

No sitting fee has been paid to any director for attending the committee meetings.

7. DIRECTORS.

Particulars about Directors who are retiring and are eligible for re-appointment have been given in the notice convening the Annual General Meeting.

8. GENERAL BODY MEETINGS

The last three Annual General Meetings:

Year & No. of Meeting	Date	Time	Venue
2009-2010 20th A.G.M	30.09.2010	11.30 a.m.	Rose Zinc Limited 505 - 508, S. M. Lodha Complex, Opp. Shastri Circle P.O., Udaipur
2010-2011 21st A.G.M	30.09.2011	11.30 a.m.	do
2011-2012 22nd A.G.M	29.09.2012	11.30 a.m.	do

There were no special resolutions passed through postal ballot during the financial year 2012-2013.

9. DISCLOSURES:

- a. Disclosures on materially significant related party transactions i.e. transaction of the company in material nature with its promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large:
 - None of the related party transactions were in conflict with the interest of the company at large.



- b. Details of non compliance by the company, penalties, strictures imposed on the company by Stock Exchange or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets during the last three years;

➤ Yes, Membership of Mumbai Stock Exchange has been suspended due to non compliance of provisions regarding company's Website.

10. CODE OF INSIDER TRADING

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the company has adopted & implemented a code of conduct for prevention of insider trading and required disclosure practices.

11. CAUTIONARY STATEMENT

Any statement made in the Management discussion and Analysis report relating to Company's objectives, projections, outlook, expectations, estimates etc. may constitute forward looking statements within the meaning of applicable laws and regulations. Actual result may differ from such expectations, projections etc., whether express or implied.

Several factors like climatic conditions, economic conditions, auction and private sale regulations, taxations, natural calamities, changes in tax laws might have an impact on the working of the Company.

12. MEANS OF COMMUNICATION

As per the requirement of listing agreement, all the data relating to quarterly financial results, shareholding pattern, etc are provided to the Stock Exchange within the time prescribed in this regard.

13. GENERAL SHAREHOLDERS INFORMATION

a.	Annual General Meeting	Saturday, 28th September, 2013 at 505-508 S.M. Lodha Complex, Opp. Shastri Circle Post Office, UDAIPUR (RAJ.)
b.	Book Closure	27.09.2013 to 28.09.2013 (Both days inclusive)
c.	Listing on Stock Exchange	Bombay Stock Exchange Ltd, Mumbai
d.	Stock Code	(i) Stock Code in the Bombay Stock Exchange Ltd, Mumbai. BSE-530631 (ii) ISIN Number in CDSL & NSDL for equity Shares. INE018F01013
e.	Listing Fee	Annual Listing fee for the year 2012-2013 has been paid.
f.	Share Price Data	Year/month Mumbai stock Exchange Membership suspended due to non compliance of provisions regarding company's website
g.	Registrar & Transfer Agents	M/s System Support services, (Unit Rose Zinc Limited) 209, Shivai Ind. Estate, Near Parke-Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E) Mumbai – 400 072 Tel. No.022-28500835, Fax No.022-28501438 E-mail address: sysss72@yahoo.com

h.	Share Transfer System	Shares transfer, where documents are found to be in order, were registered and returned in the normal course within a period of two weeks from the date of receipt of documents. Requests for dematerialization of shares were processed and confirmation was given to the respective depositories within time.
i.	Dematerialization of Shares.	58,45,920 shares representing 72.33% of total equity share capital were held in dematerialized form with the CDSL & NSDL as on 31.03.2013.
j.	Plant Locations	Air Port Road, Post Gudli, Udaipur (Raj.).
k.	Address for correspondence	Company Secretary, M/s Rose Zinc Limited, 505-508 S.M. Lodha Complex, Opp. Shastri Circle Post Office, UDAIPUR - 313001 (RAJ.) M/s System Support Services, (Unit: Rose Zinc Ltd.) 209, Shivai Ind. Estate, Near Parke-Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E) Mumbai – 400 072

I. Distribution of Equity Shareholdings as on 31st March, 2013

No. of share held	No. of shareholders		No. of share	
	Total	% of shareholders	Total	% of share capitals
1 – 2500	913	18.137	130926	1.619
2501 – 5000	2666	52.960	990300	12.249
5001 – 10000	765	15.197	650100	8.041
10001 – 20000	389	7.727	572299	7.079
20001– 30000	124	2.463	316700	3.917
30001–40000	32	0.636	114200	1.413
40001–50000	47	0.934	223300	2.762
50001–100000	51	1.013	365800	4.525
100001 & Above	47	0.933	4718495	58.395
TOTAL	5034	100.00	8082120	100.00

m. Pattern of Equity Share Holding as on 31st March, 2013

S.No.	Category	No. of share	% of share Holding
1.	Promoters and Promoters Group	2452320	30.34
2.	Mutual Funds	-	-
3.	Bodies Corporate	1530499	18.94
4.	Indian Public	3624401	44.84
5.	NRIs/OCBs	474900	5.88
	TOTAL	8082120	100.00