

# ROSELABS INDUSTRIES LTD

**20th  
Annual Report  
2011 - 2012**

**ROSELABS INDUSTRIES LTD**

Regd. Office : 304, Akruti Complex, Nr. Stadium Six Road,  
Circle Navragpura, Gujarat 380009

**NOTICE**

**NOTICE** is hereby given to the Members of **ROSELABS INDUSTRIES LIMITED** that the **20TH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Friday, the 28<sup>th</sup> September, 2012 at 11.00 A.M. at the Registered Office of the Company at 304, Akruti Complex, Nr, Stadium Six Road Circle, Navragpura, Gujarat, 380009, to transact the following business :

**ORDINARY BUSINESS :**

1. To Receive, consider, approve and adopt the Audited Statement of Accounts i.e. the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 the Profit and Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.
2. To appoint a Director in place of Shri Naresh Rachchh, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS**

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

"Resolved that Mr. Bhavik Satish Badani who was appointed as an Additional Director of the Company on 11/11/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"Resolved that Mr. Jitendra Bhikhabhai Patel, who was appointed as an Additional Director of the Company on 20/11/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The proxies 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.

**Board Of Directors**

Shri Jitendra Bhikhabhai Patel  
Mrs Surekhaben K. Shah  
Shri Bhavik Satish Badani  
Shri. Naresh Rachch

Chairman  
Ind.Director  
Ind.Director  
Director

**Registered Office**

304, Akruti Complex,  
Nr Stadium Six Road,  
Circle Navragpura,  
Gujarat, 380009

**Bankers of the Company**

Axis Bank Limited

**Auditors**

M/s A. L. Thakkar & Co.,  
Chartered Accountants,  
Ahmedabad

**Registrar and Share Transfer Agent**

PURVA SHARE REG. INDIA PVT. LTD.  
9-SHIV SHAKTI INDL. EXTATE,  
J.R. BORICHA MARG,  
OPP. KASTURBA HOSPITAL,  
LOWER PAREL (E),  
MUMBAI - 400011

**DATE OF AGM**

28<sup>TH</sup> Sept, 2012 at 11:00 AM

**BOOK CLOSURE**

24-09-2012 TO 28-09-2012  
(BOTH DAYS INCLUSIVE)

2. The Register of Members & Share Transfer Books of the company will remain closed from **September 24, 2012 to September 28, 2012** (both days inclusive) in connection with ensuing Annual General Meeting.
3. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
4. Member holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holdings in one folio.
5. Members/Proxies are requested to bring the copy of Annual Report and attendance slip duly filled in along with them to the Annual General Meeting, as extra copies will not be supplied at the meeting.

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item no. 4**

Mr. Bhavik Satish Badani, was appointed by the Board of Director of the Company as an Additional Director w.e.f from 11/11/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about his are given in para 2 of the Corporate Governance Report. A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose his appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except Mr. Bhavik Satish Badani himself

**Item no. 5**

Mr. Jitendra Bhikhabhai Patel, was appointed by the Board of Director of the Company as an Additional Director w.e.f from 20/11/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about his are given in para 2 of the Corporate Governance Report. A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose his appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except Mr. Jitendra Bhikhabhai Patel himself

**BY ORDER OF THE BOARD  
ROSELAB INDUSTRIES LIMITED  
SD/-**

**Place:- Ahmedabad  
Date : - 31.08.2012**

**(Jitendra Patel)  
CHAIRMAN**

**DIRECTORS' REPORT**

To,  
The Members,  
**ROSELABS INDUSTRIES LIMITED**  
Gujarat

Your Directors are pleased to present the 20<sup>th</sup> Annual Report together with Audited Financial Accounts for the year ended 31<sup>st</sup> March, 2012.

**FINANCIAL HIGHLIGHTS:**

<b>Financial Results</b>	<b>(Amount in Rs.)</b>	
	<b>Current Year 2011 - 12</b>	<b>Previous Year 2010 - 11</b>
Sales	495,200	692,087
Profit before making provisions for Interest, Depreciation and Taxation	31,119	93,964
Less :	-	-
1. Interest	-	-
2. Depreciation	-	-
3. Provision for Taxation	-	-
4. Fringe Benefit Tax	-	-
5. Income Tax of earlier Year	-	-
Profit/loss for the year	31,119	93,964

**DIVIDEND :**

Due to carried forward losses of the previous years and negligible profit for the year your directors express their inability declare any dividend for the current year.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT :**

Necessary measures have been taken to comply with the requirements of the Listing Agreements with the Stock Exchanges where the Company's Shares are listed. The report on Corporate Governance is included as a part of Directors Report. A report on Corporate Governance as stated above, along with a certificate of compliance from the Auditors, forms part of this Annual Report. Management Discussion and Analysis Report has been enclosed herewith and forming part of the Directors' Report.

**ENVIRONMENT PROTECTION :**

Your Company is not engaged in any type of manufacturing activities. It is not generating any type of pollution. Hence the regulations on Pollution control are not applicable to your company.

**INSURANCE AND PROTECTION OF ASSETS :**

Your Company's all fixed, movable and tangible assets are properly insured against all available commercial, natural and human hazardous risks from approved insurance companies. During the year under review your Company has not made any insurance claim and no such claims are still pending for settlement / payment.

**DEPOSITS :**

During the year under review your company has neither invited nor accepted any public deposit or deposits from the public as defined under Section 58A of the Companies Act, 1956. The Deposits any accepted from the Directors are exempt as per the provisions of Section 58A of the Companies Act, 1956.

**DIRECTORS :**

Shri Naresh Rachchh, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Your Directors recommend his reappointment.

Mr. Bhavik Badani & Mr. Jitendra Patel was appointed as an additional Directors on 11/11/2011 & 20/11/2011 and in their respect company received notices, seeks their appointment as Directors liable to retire by rotation.

**DIRECTORS RESPONSIBILITY STATEMENT:**

**Pursuant to Section 217(2AA) of Companies Act, 1956, it is hereby confirm :**

- (a) that in the preparation of the annual accounts financial year ended 31<sup>st</sup> March, 2012, the applicable accounting standards have been followed and there is no material departures from the same;
- (b) 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 true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- (c) 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;
- (d) that the Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2012 on 'a going concern' basis.

**STATUTORY AUDITORS :**

M/s. A. L. Thakkar & Co., Chartered Accountants, Ahmedabad, retire at the ensuing Annual General Meeting and are eligible for reappointment. The Company has received a certificate from them that their appointment if approved by the shareholders would be within the ceiling prescribed under section 224(1B) of the Companies Act, 1956. The members are requested to

**AUDITORS OBSERVATION :**

There are no observations made by Auditors in their report. Notes to the Accounts are itself self explanatory in nature.

**EMPLOYEES :**

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company, and hence the information is not given.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/OUTGO :**

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, is given in the Annexure to this Report.

**MATERIAL CHANGES :**

Except the information given in this report i.e. with regard to change in management and control of the Company there are no material changes that have taken place after the completion of financial year and up to the date of this report which may have substantial effect on business and finances of the company.

**LISTING**

The Equity Shares of the Company are presently listed at the Bombay Stock Exchange Limited (BSE). The Company has duly paid the Annual listing fees up to 31<sup>st</sup> March, 2013 to BSE. Adequate care is being taken to comply almost all the norms and guidelines as per applicable provisions of the Listing Agreement with the Company.

**APPRECIATION :**

Your Directors express their gratitude to the continuous support of the Financial Institutions, Banks, Central and State Governments, Office of the Industries Commissioner, valued Customers and devoted workers for their continuous contribution to the growth and progress of Company.

The Directors also take this opportunity to thank the shareholders for the confidence reposed in the management.

**BY ORDER OF THE BOARD  
ROSELAB INDUSTRIES LIMITED**

Place:-Ahmedabad  
Date : - 31.08.2012

SD/-  
(Jitendra Patel)  
CHAIRMAN

**ANNEXURE TO THE DIRECTORS REPORT**

Information as required under Section 217 (1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Directors' Report) Rules, 1988 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2012.

**A) CONSERVATION OF ENERGY**

The Company has formed a strong technical department headed by a senior personnel to continuously monitor energy consumption and plan and execute energy conservation schemes. Effective measures are being taken for overall technological up gradation of plant and machinery.

**B) TECHNOLOGY ABSORPTION :****a) Research and Development**

- i) Specific areas in which R & D carried out by the Company: The Research & Development efforts of the Company are directed towards quality control and improvement of in house expertise. No expenditure has been incurred by the firm during the year.
- ii) Benefits derived as a result of the above R & D: Improvement in product quality and cost effectiveness.

**b) Technology Absorption and innovation:**

- i) **Efforts in brief made towards technology absorption, adoption and innovation:**  
The Company has been putting emphasis to train its technical personnel in house by way of providing training to them for the latest technology available.
- ii) **Benefits derived as a result of the above efforts:**  
It has resulted in a better quality of product which has been brought to the International Standard, besides improving the productivity and reducing the wastages.
- iii) **information regarding technology imported during the last five years:**  
Not Applicable.

**C) FOREIGN EXCHANGE EARNINGS / OUTGO:**

Not Applicable.



### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Clause 49 of Listing Agreement, a Management Discussion & Analysis report is given below:-

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The general recessionary trend in domestic market made the financial year 20 11-12 a difficult for many companies. Your Company cannot made big in the Financial year 20 11-12, due to general recessionary trend prevailing in the market all over the world and heavy cost of administrative and other expenses and less sales. Your directors are hopeful to achieve better results in future.

#### **OUTLOOK ON OPPORTUNITIES, THREATS, RISK AND CONCERNS**

The manufacturing of dyes off late, has been a business of stiff competition with cheaper import and the big players. To continue the same may endanger losses in future.

The Company is in position to compete with the its competitors by better product development as well as customer services.

#### **RISK MANAGEMENT**

The Company has laid down the procedures to inform the Board members about the risk assessment and minimization p rocedures. Theses procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework.

#### **SEGMENT REPORTING**

During the year under review the Company has carried on the Trading Business of pharmaceuticals in addition to the Dye and Chemicals, the disclosure of segment information in pursuance to accounting standard is set out in the Notes to the Audited Accounts which forming parts of the Accounts.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company is committed to maintaining high standards of internal controls designed to provide accuracy of information, efficiency of operations, and security of assets. The company has adequate internal controls commensurate with the size and nature of its operations to ensure orderly and efficient conduct of business.

These controls ensure the safeguarding of assets, prevention and detection of fraud and error, the accuracy and completeness of the accounting records, timely preparation of reliabl e financial information and adherence to companies policies, procedures and legal obligations. The audit committee of the Board of Directors meets periodically to review the performance as reported by the auditors.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT.**

No other material development on the Human Resource/ Industrial Relations Front during the year.

**CAUTIONARY STATEMENT**

Management Discussion and Analysis report are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include global and Indian market conditions, changes in the Government Regulations, Tax regimes, WTO Regulations and such other factor.

The Company assumes no responsibility to publicly amend, modify or revise any of these statements on the basis, of any subsequent developments, information or events.

**BY ORDER OF THE BOARD  
ROSELAB INDUSTRIES LIMITED**

**Place:- Ahmedabad  
Date : - 31.08.2012**

**(Jitendra Patel)  
CHAIRMAN**