

ROTAM

COMMERCIALS LIMITED

CERTIFIED TRUE COPY.

For Rotam Commercials Ltd.

Jas S. Nelan
Habnig-nela
Director/Authorised Sign

ANNUAL REPORT

2001-2002

16TH ANNUAL REPORT

2001-2002

ROTAM COMMERCIALS LIMITED

DIRECTORS :

CHANDRAKANT S. MALANI

HASMUKH S. MALANI

JAGDISH S. MALANI

MUKESH N. MALANI

BANKERS :

STANDARD CHARTERED BANK

U. T. I. BANK

CITI BANK

AUDITORS :

PACHORI & ASSOCIATES

CHARTERED ACCOUNTANTS

REGISTERED OFFICE :

EVEREST BUILDING,

I-5, 10TH FLOOR,

TARDEO CIRCLE,

MUMBAI - 400 034.

BRANCH OFFICE :

12, HO CHI MINH SARANI

1ST FLOOR, UNIT NO. 1A,

CALCUTTA - 700 071.

4-1-896/A DHAROD HOUSE

BOGUL KUNTA, TILAK ROAD,

HYDERABAD - 500 001.

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the members of ROTAM COMMERCIALS LIMITED will be held at the Registered office of the company on Saturday the 21th day of September 2002 at 11 a.m. to transact the following business :-

- 1) To receive and adopt the Directors report and the audited Balance Sheet & Profit & Loss account for the year ended 31st March 2002.
- 2) 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.
- 3) To appoint Director in place of Shri Hasmukh S. Malani & Shri Jagdish S. Malani who retires by rotation and being eligible offers for reappointment.

Registered Office :
Everest Building,
I-5, 10th Floor,
Tardeo Circle,
Mumbai - 400 034.

By Order of the Board

JAGDISH S. MALANI
Director

Dated : The 28th Day of June 2002.

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 a proxy need not be a member of the Company.
2. The Register of members of the Company shall remain closed from monday the 16th day of September 2002 to Saturday the 21th day of September 2002 (both days inclusive).

2001-2002

— ROTAM COMMERCIALS LIMITED

DIRECTORS' REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their Sixteenth Annual Report and Audited Accounts for the year ended 31-3-2002

FINANCIAL RESULTS :

The working of the year shows a profit of Rs. 7.91 Lakhs after depreciation. After adjusting provision for income tax Rs. 3.00 Lakhs and Income Tax for earlier year Rs. 0.34 Lakhs, the net profit of Rs. 5.25 Lakhs is carried to Balance sheet along with the profit of the earlier year Rs. 59.78 Lakhs.

BOARD OF DIRECTORS :

Shri Jagdish S. Malani and Has Mukh S. Malani retires and being eligible seeks reelection.

AUDITORS :

The Auditors retire from the office at this Annual General Meeting and are eligible for reappointment.

COMPLIANCE CERTIFICATE :

In accordance with section 383 A of the Companies Act, 1956 and companies (Compliance Certificate) Rules 2001, the company has obtained a certificate from a Secretary in the whole time practice confirming that the company has complied with all the provisions of the Companies Act, 1956.

OTHER INFORMATION :

Other information (s) required u/s 217 (2A) and 217 (1E) of the companies act 1956 is either nil or not applicable.

DIRECTOR'S RESPONSIBILITY STATEMENTS :

Pursuant to an amendment to Section 217 of the Companies Act, 1956 your Directors give hereunder the Directors Responsibility statement pertaining to the accounts of the Company :-

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation / statement relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31st March 2002 and of the Profit of the Company for the year ended on that date.
3. 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.
4. These accounts have been prepared on a going concern basis.

By Order of the Board
CHANDRAKANT S. MALANI
JAGDISH S. MALANI
Director

Place : Mumbai.

Dated : The 28th June 2002

AUDITORS' REPORT TO THE SHARE HOLDERS

- 1) We have audited the attached Balance Sheet of ROTOM COMMERCIALS LTD. as at 31st March 2002 and also the profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with accounting standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant statements made by the management, as well as evaluating the overall financial statements presentation we believe that our audit provides a reasonable basis for our opinion.
- 3)
 - 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.
 - b. In our opinion proper books of accounts 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 and Profit & Loss account dealt with by this report are in agreement with books of accounts, maintained at Head Office Bombay and Branch Office at Hyderabad.
 - d. In our opinion, the attached Balance Sheet and Profit & Loss Account comply with the mandatory accounting standards referred to in sub-section 3(C) of section 211 of the Companies Act, 1956.
 - e. On the basis of information and explanation's given to us and representation obtained from the Company we report that prima facie none of the directors is disqualified as on March 31 2002 from being appointed as a director in terms of section 274(1)(G) of the Companies Act 1956.
- 4) In our opinion and to the best of our information and according to the explanations given to us the said statement of account read together with the notes thereon appearing in schedule E of the notes give the information required by the companies Act, 1956 in the manner so required and give a true and fair view :-
 - i) In the case of the balance sheet of the state of affairs of the company as at 31st March 2002 and
 - ii) In the case of Profit & Loss account of the profit of the Company for the year ended on that date.
- 5) As required by the manufacturing and other Companies (Auditors Report) order 1988 issued by the Company Law Board under section 227 (4A) of the Companies act 1956 and on the basis of such checks as we consider appropriate, we further state that :
 - i. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets. The Fixed Assets have been physically verified by the management during the year. On the basis of explanations given to us no material discrepancies have been noticed on such verification.
 - ii. None of the fixed assets have been revalued during the year.

- iii. The stock of goods traded in and shares have been physically verified by the management at the year end.
- iv. In our opinion the procedure of physical verification followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- v. In our opinion the rate of interest and terms and conditions on which unsecured loans have been obtained from the companies in which some directors are interested are not prejudicial to the interest of the company. We are informed that there is no Company under the same Management as this Company listed under section 370 (1-B) of the aforesaid act.
- vi. The Company has given temporary unsecured loans without stipulation regarding repayment. interest accrued on the loan has duly been accounted for wherever applicable.
- vii. In our opinion and according to the explanation given to us there are adequate control procedures commensurate with the size of the company and nature of its business for the purchase of goods, shares and other assets and for the sale of goods.
- viii. The Company has not accepted any deposit from public during the period under audit.
- ix. In our opinion company's present internal audit system is commensurate with its size and nature of its business.
- x. Maintenance of cost records has not been prescribed by the Central Govt. under section 209 (1) (d) of the companies act 1956.
- xi. As the provident fund act and the employees state insurance act are not applicable to the company item No.(xii) of clause (A) to paragraph 4 of the aforesaid order is not applicable.
- xii. The Company has not given any loans on the basis of security by way of pledge of shares debentures and other similar securities.
- xiii. According to the information and explanation given to us and the records of the company examined by us no personnel expenses have been charged to revenue account other than those payable under contractual obligations or in accordance with generally accepted business practice.
- xiv. In our opinion and according to the information and explanation given to us the company is dealing / trading in shares and proper records of the transaction have been maintained by the company. The investments held for deriving the dividend income are in the name of the company.
- xv. According to the books and records examined by us and the information and explanation given to us there were no undisputed amounts payable in respect of Income Tax Wealth Tax, Sales Tax, Custom duty, which have been remained outstanding as on 31st March 2002 for the period exceeding six months from the date they become payable.

Other relevant clauses of the manufacturing and other Companies (Auditors Report) order 1988 are either nil or not applicable to the company for the year under report.

3/1106(R), Navjivan Society,
Lamington Road,
Mumbai - 400 008.

For Pachori & Associates
Chartered Accountants

Place : Mumbai.
Dated : The 28th Day of June 2002

P.V. PACHORI
Partner