

ROTAM

COMMERCIALS LIMITED



ANNUAL REPORT

2004-2005

V.R. ASSOCIATES

Company Secretaries

G-5/3 Jal Padma, Bangur Nagar, Mumbai 400 090

Tel: 2877 4305/ 5681 4179

email: vracs@rediffmail.com

COMPLIANCE CERTIFICATE U/S 383A(1) OF COMPANIES ACT, 1956

Registration No. of company : 11-36687
Nominal Capital : Rs. 100-lakhs

The Members

Rotam Commercials Ltd.

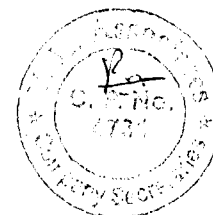
Everest Building, I-5, 10th floor

Tardeo Circle

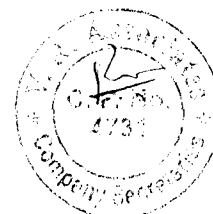
Mumbai 400 034

We have examined the registers, records, books and papers of Rotam Commercials 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 ended on 31st March, 2005. 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 and its officers, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there-under.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there-under.
3. The company being a public limited company, comments are not required.
4. The Board of Directors duly met five times on 29/6/2004, 30/7/2004, 29/10/2004, 31/01/2005 and 21/02/2005 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 21/09/2004 to 28/09/2004 and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended 31st March 2004 was held on 28/09/2004 after giving due notice to the members of the company and the resolution passed thereat were duly recorded in minutes books maintained for the purpose.
7. No extra-ordinary general meeting was held during the financial year.

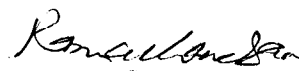


8. The company has advanced loans to enterprises in which its directors are interested as per section 295 of the Act.
9. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview 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) There was no allotment/ transfer/ transmission of securities during the financial year;
- (ii) The company has not deposited any amount in a separate bank as no dividend was declared during the financial year.
- (iii) The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
- (iv) The company did not have any monies lying in unpaid/ unclaimed dividends and accordingly no transfer has been made to the Investor Education and Protection Fund.
- (v) The company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole-selling agent during the financial year.
17. The company was required to obtain approvals of the Central Government, under section 295 of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there-under.
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. There was no redemption of preference shares/ debentures during the financial year.

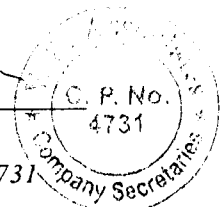


22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The company has not made any borrowings during the financial year ended 31 March 2005.
25. The company has made loans to other bodies corporate and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions 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 to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions 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 Association during the financial year.
31. There was no prosecution initiated against or show-cause notices received by the company during the financial year for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards Provident Fund during the financial year as Provident Fund regulations are not applicable to the company.

For *V.R. Associates*
Company Secretaries



V. Ramachandran
Certificate of Practice No. 4731



Place: Mumbai
Date: 29th June 2005

SECRETARIAL COMPLIANCE CERTIFICATE
ROTAM COMMERCIALS LTD.

Annexure A

REGISTERS AND RECORDS

- a) Register of members under section 150.
- b) Register and returns under section 163.
- c) Minutes book of general meeting and Board meetings.
- d) Books of accounts under section 209.
- e) Register of Directors, Managing Director, Manager and Secretary under section 303.
- f) Register of Directors' shareholding under section 307.
- g) Register of Loans and Investments made under section 372A.

Annexure B

Forms and Returns as filed by the company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2005.

Form No.	Section	Filing Date	Purpose
Annual Return	159	26/10/2004	Annual Return as on 28/9/2004
Annual Accounts	220	26/10/2004	Annual Accounts of the Company as at 31 st March 2004
Compliance Certificate	383A	26/10/2004	Secretarial Compliance Certificate for FY 2003-04

For *V.R. Associates*
Company Secretaries

Ra. Subash

V. Ramachandran
 Certificate of Practice No. 4731



Place: Mumbai
 Date: 29th June 2005

19TH ANNUAL REPORT

2004-2005

ROTAM COMMERCIALS LIMITED

DIRECTORS :

CHANDRAKANT S. MALANI

JAGDISH S. MALANI

HASMUKII S. MALANI

MUKESH N. MALANI

BANKERS :

CITI BANK

STANDARD CHARTERED BANK

AUDITORS :

PACHORI & ASSOCIATES

CHARTERED ACCOUNTANTS

REGISTRAR AND TRANSFER AGENT

ADROIT CORPORATE SERVICES PVT. LTD.

**19, JAFERBHOY IND. ESTATE, 1ST FLOOR,
MAKWANA ROAD, MAROL NAKA, MUMBAI - 400 059.**

REGISTERED OFFICE :

**EVEREST BUILDING, I-5, 10TH FLOOR,
TARDEO CIRCLE, MUMBAI - 400 034.**