

BOARD OF DIRECTORS:

Shri Mahendra D.Ganatra
Shri Vipul Trivedi
Shri Nilesh T.Kava

AUDITORS

M/s. Y. D. & Co.

Chartered Accountants
Ludhiana

REGISTERED OFFICE

9/15, Dr. M.B. Velkar Street, Kalbhat Lane
Romm No:34, 1st Floor, Kalbadevi Road
Mumbai, Maharashtra 400 002

SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate, First Floor,
Makwana Road, Marol Naka,
Mumbai - 400 059

NOTICE

Notice is hereby given that the Annual General Meeting of Rotam Commercials Limited Will be held on Thursday, 30th June, 2011 at 4.00 p.m. at the registered office of the company. To Transact the Following Businesses:

ORDINARY BUSINESS :

1. To receive and adopt Audited profit and Loss Account for the year ended 31st March, 2011 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Vipul Trivedi, who retires by rotation and, being eligible offers himself for re-appointment.
3. To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

Date :28.05.2011

by Oder of the board of directors

Registered office

9/15, Dr. M.B.Velkar Street,
Kolbhat Lane Room No. 34,
1st Floor, Kalbhadevi Road,
Mumbai Maharashtra 400 002

For, ROTAM COMMERCIALS LIMITED

**Sd/-
Director**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE,MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
- The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto
- Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from June 28, 2011 to June 29, 2011 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on June 30, 2011.
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Members are requested to:
- Intimate, if Shares are held in the same name or in the order and names, but in more than one account to enable the Company to club the said accounts in to one account.
- Notify immediately the Change if any, in the registered address, to the Company.

DIRECTORS' REPORT

To,

The Members,

ROTAM COMMERCIALS LTD

Your Directors present their Annual Report and Audited Statement of Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS:

(Amt. In Rs.)

PARTICULARS	2010-2011	2009-2010
Profit /(Loss) before Depreciation	25,22,692	13,55,191
Less : Depreciation	26,022	1,03,386
Profit / (Loss) before Tax	24,96,670	12,51,805
Less : Provisions for taxation	7,95,000	3,45,000
Profit / (Loss) After Tax	17,01,670	9,06,805
Excess/(Short) Provision for	0	(1034)
Tax Add : Balance b/f from Previous Year	1,10,38,748	1,01,32,977
Balance carried forward	12,740,418	11,038,748

BUSINESS OPERATIONS

The company has incurred Profit of Rs 17,01,670/- after tax of the Company during the year. As compared to Profit of Rs. 9, 06,805/- of the last year.

DIVIDEND

Your Directors do not recommend any Dividend.

APPOINTMENT OF AUDITORS:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, are proposed to be re-appoint as auditor of the company for the financial year 2011-2012. The auditors of the Company retire at the forthcoming Annual General Meeting. The board will fix the remuneration of newly appointed auditors of the company. The necessary certificate under section 224(1B) of the Companies Act, 1956 has been received from the auditor.

The Statutory Auditors of the Company have submitted auditor's report on the accounts of the Company for the accounting year ended 31st March, 2011 which is self-explanatory and needs no comments.

DIRECTORS:

During the year Mr. Mahendra Ganatra, Mr. Vipul Trivedi and Mr. Nilesh Kava were appointed as promoter Directors of the Company under Regulation 12 of SEBI (SAST) Regulations, 1997. During the year Mr. Jagadish Malani, Has Mukh Malani Chandrakant Malani and Mukesh Malani resigned from the directorship of the company w.e.f 24.03.2011 due to their pre-occupation. Mr. Vipul Trivedi, director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

PUBLIC DEPOSIT

Your Company has not accepted any deposit within the meaning of section 58-A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

There are no employees of the Company whose particulars are required to be reported under Section 217 (2A) of the Companies Act, 1956 and the rules there under.

DIRECTORS' RESPONSIBILITY STATEMENT:

In Compliance with the provisions of Section 217(2AA) of the Companies Act, 1956 the Directors of your Company confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible 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 Loss of the Company for that year;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis.

DISCLOSURE OF PARTICULARS WITH RESPECT:

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information regarding Foreign Exchange Earnings and out go is as follows:

A) Earnings in Foreign Exchange: Nil

B) Outgo in Foreign Exchange: Nil

ACKNOWLEDGEMENTS:

Your Directors take this opportunity to thanks all the shareholders of the Company for their continued support.

FOR AND ON BEHALF OF THE BOARD

Place: MUMBAI

Date: 28.05.2011

CHAIRMAN

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

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of operations and in all inter-actions with its shareholders, employees, and the Government Company is committed to achieve the highest standards of corporate governance.

Company believes that all its operations and actions must serve the underlying goal of enhancing the overall shareholder value, over a sustained period of time.

BOARD OF DIRECTORS:

The Board of Directors of the company is comprised of optimum number of Executive, non-executives and independent directors. The Board met 7 **times** during the year on the following dates.

During the year, Board Meetings were held on 28.05.2010, 22.07.2010, 13.08.2010, 08.09.2010, 12.11.2010, 12.02.2011, 24.03.2011

S. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at Last AGM	No. of Other Committee Memberships
1	Mahendra Ganatra (w.e.f. 08.09.10)_	Non- Executive Director and Independent Director	3	-	3
2	Vipul Trivedi (w.e.f. 08.09.10)_	Non- Executive Director and Professional Director	3	-	3
3	Nileshkumar Kava (w.e.f. 08.09.10)_	Non- Executive Director and Independent Director	3	-	3
4	Jagdish Malani (Res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
5	Hasmukh Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
6.	Chandrakant Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-
7.	Mukesh Malani (res. 24.03.11)	Non- Executive Director and Independent Director	7	Yes	-

AUDIT COMMITTEE:

The Audit committee was reconstituted by the board and the present members of the audit committee are Mr. Mahendra Ganatra, Mr. Vipul Trivedi & Mr. Nilesh Kava after resignation of Mr. Jagdish Malani, Mr. Hasumukh Malani, and Mr. Chandrakant Malani.

The Committee has appointed Vipul Trivedi as chairman.

The terms of reference and powers of Audit Committee are as per Clause 49 of the Listing Agreement. The functions of the Audit Committee are as per Listing Agreement with the Stock Exchanges. This includes review of accounting and financial policies and procedures, review of financial reporting system and internal control procedure. The Committee met four times during the year i.e. 28.05.2010, 13.08.2010, 12.11.2010, 12.02.2011

S. No.	Name of Audit committee member	No of meetings attended
1	Jagdish Malani	4
2	Hasmukh Malani	4
3	Chandrakant Malani	4
4	Vipul Trivedi (w.e.f. 24.03.11)	0
5	Mahendra Ganatra (w.e.f. 24.03.11)	0
6	Nilesh Kava (w.e.f. 24.03.11)	0

REMUNERATION COMMITTEE:

No Remuneration Committee meeting was held during the year.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The shareholder Grievance Committee was reconstituted by the board and the present members of the audit committee are Mr. Mahendra Ganatra, Mr. Vipul Trivedi & Mr. Nilesh Kava after resignation of Mr. Jagdish Malani, Mr. Hasmukh Malani, and Mr. Chandrakant Malani.

The role and functions of the said Committee are the effective redressed of the complaints of the shareholders regarding dematerialization, transfers, non-receipt of balance-sheet etc, The Committee will also recommend the steps to be taken for further improvement in the quality of services to the Investors.

The company has received no complaints during the year

GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year	Date	Venue
2009-10	31st August, 2010	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.
2008-09	30th August, 2009	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.
2007-08	29th August, 2008	Everest Building 15, 10th Floor, Tardeo Circle, Mumbai – 400034, Maharashtra.

No special Resolutions were put through postal ballot as recommended under clause 49 of the Listing Agreement of the Stock Exchanges, are placed for shareholders' approval at the forthcoming Annual General Meeting. There is no non-compliance nor any penalty or stricture imposed on the company by stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

MEANS OF COMMUNICATION:**Quarterly Results**

the company has published quarterly results in The Western Times (English) and The Western Times (Marathi), both at Mumbai.

Management Discussion And Analysis

Appended to this Report.

GENERAL SHAREHOLDER INFORMATION:**Financial Calendar 2011 -12 (tentative)**

: Results for the quarter ended June 30, 2011:
Last week of July 2011.

Results for the quarter ended September 30, 2011
Last week of October 2011

Results for the quarter ended December 31, 2011,
Last week of January 2012

Results for the quarter ended March 31, 2012,
Last week of April 2012

Book closure date

: 28th June, 2011 to 29th June, 2011
(Both days inclusive)

Registered Office

: 9/15, Dr. M.B.Velkar Street,
Kolbhat Lane Room No. 34,
1st Floor, Kalbhadevi Road,
Mumbai Maharashtra 400 002
Tele: 022-40091635
Email: rotamcmmercial@yahoo.com

Equity shares Listed on Stock Exchanges at

The Bombay Stock Exchange Ltd, Mumbai