

31st
ANNUAL REPORT
2015-16



Roopa Industries Limited
(CIN:L10100AP1985PLC005582)

Roopa Industries Limited

BOARD OF DIRECTORS : T.G.Raghavendra - Chairman & Managing Director
V.J.Sarma - Whole-time Director
K.Suneetha - Independent Director
A.Satyanarayana Murthy - Independent Director
O.Mohan Rao - Independent Director

STATUTORY COMMITTEES

AUDIT COMMITTEE : K. Suneetha - Chairperson
O. Mohan Rao - Member
A. Satyanarayana Murthy - Member

NOMINATION & REMUNERATION COMMITTEE:

A. Satyanarayana Murthy - Chairman
O.Mohan Rao - Member
T.G.Raghavendra - Member
K.Suneetha - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

O. Mohan Rao - Chairman
T.G. Raghavendra - Member
V.J. Sarma - Member

BANKERS : State Bank of India

STATUTORY AUDITORS : T. Adinarayana & Co.,
Chartered Accountants
Hyderabad – 500 001

REGISTRAR & TRANSFER AGENT:

M/s. Aarthi Consultants Pvt.Ltd
Regd.Office:1-2-285
Domalguda, Hyderabad - 500 029.
Phone Nos : 040-27638111, 27634445
Fax: 040-27632184,
Email: info@arthiconsultants.com
Website: www.arthiconsultants.com

REGISTERED OFFICE : Roopa Industries Limited
17/745, Alur Road, Adoni – 518 301
Kurnool District, A.P.
Tel: +91 8096330007
E-mail: info@roopaindustries.com
Investor Complaints
investorsroopa@gmail.com,
investors@roopaindustries.com
Website: www.roopaindustries.com

Factory : A3/A4, Phase-IV, IDA, Patancheru
Medak District, Telangana State.

Roopa Industries Limited

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of the ROOPA INDUSTRIES LIMITED (CIN: L10100AP1985PLC005582) will be held on Friday, 30th September, 2016 at 10.00 a.m. at the Registered Office of the Company at 17/745, Alur Road, Adoni - 518301, Kurnool District, Andhra Pradesh to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sri.V J Sarma(DIN 00165204), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

“RESOLVED that pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. S.T.Mohite & Co, Chartered Accountants, Hyderabad (Firm Registration No. 011410S) be and are hereby appointed as Statutory Auditors of the Company for a period of five (5) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM held after this AGM) on such remuneration plus service tax, out of pocket expenses as may be mutually agreed between the Board and the auditors.”

Special Business

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the enabling provisions of the Articles of Association of the Company, Sri.Annadanam Satyanarayana Murthy (DIN:02229882), who has been appointed as an Additional Director w.e.f. 3rd November, 2015 and who ceases to hold office at the commencement of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the enabling provisions of the Articles of Association of the Company, Sri.Oruganti Mohan Rao (DIN:07009749), who has been appointed as an Additional Director w.e.f. 3rd November, 2015 and who ceases to hold office at the commencement of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

By order of The Board of Directors
Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director
(DIN : 00186546)

Place : Hyderabad
Date : 13th August, 2016

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. PROXY FORM IN ORDER TO BE EFFECTIVE, DULY COMPLETED, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. An Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013, is annexed hereto in respect of special business for the item Nos. 4 & 5.
3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment/re-appointment as Directors at the Annual General Meeting is annexed hereto.
4. Members / proxies are requested to bring with them the Attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
5. Pursuant to Sec.91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed for 7 days i.e. from 24.09.2016 to 30.09.2016 (both days inclusive).
6. Non-resident Indian Shareholders are requested to inform us immediately the change in Residential status on return to India for permanent settlement the particulars of Bank NRE Account, if not furnished earlier.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
8. Members who have not registered their e-mails addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Members desiring any information on the financial statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
10. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents.
11. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
12. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail addresses for receiving electronic communications.

13. E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules of the Act and Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means.

The e-voting period will commence at 10:00 a.m. on 27th September, 2016 and will end at 5:00 p.m. on 29th September, 2016. The Company has appointed Mrs. Sridevi Madati (FCS No-6476, CP No- 11694), Practicing Company Secretary to act as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The e-voting facility is available at the link:

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
160823048	27-09-2016	29-09-2016

Members have an option to vote either through e-voting or through physical ballot form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting then e voting shall prevail and voting done through physical ballot shall be treated as invalid. The Company has signed an agreement with CDSL for facilitating e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Managing Director or a person authorized by him in writing who shall counter sign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.investorsatril.com and on the website of CDSL and communicated to Stock Exchange where the shares are listed.

14. The instructions for members for voting electronically are as under:

The voting period begins on Tuesday, the 27th September, 2016 at 10:00 a.m and ends on Thursday the 29th September, 2016 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

Roopa Industries Limited

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.-● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Roopa Industries Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. iphone and windows phone users can download the app from app store and the windows phone store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No.4:

Sri. A.Satyanarayana Murthy (DIN 02229882) was appointed as an Additional Director w.e.f. 3rd November, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Sri. A.Satyanarayana Murthy candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Sri. A.Satyanarayana Murthy on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Sri. A.Satyanarayana Murthy and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No.5:

Sri.O.Mohan Rao (DIN 07009749) was appointed as an Additional Director w.e.f. 3rd November, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Sri.O.Mohan Rao candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Sri.O.Mohan Rao on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

None of the Directors, except Sri.O.Mohan Rao and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

Roopa Industries Limited

BRIEF PROFILES OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	V J Sarma	A.Satyanaryana Murthy	O.Mohan Rao
Date of Birth	14-08-1956	06-01-1953	01-06-1956
Date of Appointment / Re-appointment	30-09-2015	03-11-2015	03-11-2015
Qualifications	Graduation	Graduation	Diploma in Journalism
Expertise in specific functional area	He has overall 30 years of experience in Pharma Industry.	He has overall 25 years of experience in Pharma Industry.	He has overall 35 years of experience.
List of public ltd. companies in which outside directorships held	NIL	NIL	NIL
Membership/ Chairman-ships of committees of other public companies (includes only audit committee and stakeholders relationship committee)	NIL	NIL	NIL

Roopa Industries Limited

DIRECTORS' REPORT

To
The Members,

Your directors have pleasure in presenting the 31st Directors' Report on the business and operations of your company for the financial year ended 31st March 2016.

FINANCIAL RESULTS:

Particulars	Rupees in lacs Year ended	
	31.03.2016	31.03.2015
Sales and Other Income	3370.97	3104.96
EBIDTA	224.37	219.49
Finance Cost	145.94	134.67
Depreciation	51.99	67.12
Profit for the year	26.44	17.70
Prior period adjustments	-	-
Profit Before Tax	26.44	17.70
Provision for taxation:		
Current Tax	-	-
Deferred Tax	9.29	1.58
MAT Credit	-	-
Profit after Tax	17.15	16.12
Surplus brought forward from previous year	34.55	18.43
Balance available for Appropriation	51.70	34.55
APPROPRIATION:		
Dividend	-	-
Tax on Dividend	-	-
Transfer to General Reserves	-	-
Balance c/f to Balance Sheet	51.70	34.55

PERFORMANCE:

In the year 2015-16, the Company focused on its core business TPP and its allied products. The operation of TPP project at Patacheru, Medak District, Telangana State has been stabilized and the Company has made a total revenue of Rs.33,70,96,586/-

The income from operations is Rs.30,60,17,603/- as against Rs.30,97,76,397/- for the corresponding previous year. The profit before tax stood at Rs.26,44,154/- as against

Rs.17,70,417 for the previous year. The profit after tax stood at Rs.17,14,649/- as against Rs.16,12,294/- for the corresponding period. The Basic Earnings Per Share for the year-ended 31.03.2016 is Rs.0.22 as against Rs.0.20 for the corresponding previous year ended 31.03.2015.

DIVIDEND:

Your Directors did not recommend dividend for the financial year 2015-16.

PUBLIC DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31st March 2016.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which occurred between the end on the financial year to which the financial statements relate and the date of this report.

PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointments:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Sri.V.J.Sarma, Director of the Company retire by rotation at this Annual General Meeting and being eligible offer himself for reappointment.

Sri. A.Satyanarayana Murthy and Sri.O.Mohan Rao were appointed as additional directors in the Board meeting held on 03-11-2015 to hold office upto the date of 31st Annual General Meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

The brief particulars of the Directors seeking appointment / re-appointment at this Annual General Meeting are being annexed to the Corporate Governance Report as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this Annual Report.

Cessation:

During the year, Sri. O.D.Reddy, Sri.R.Madan Mohan Rao and Sri. M.T. Sreenivasa Rao, Non-executive and Independent Directors, ceased to be directors with effect from 24th October, 2015; 28th October, 2015 and 5th February, 2016; respectively. Your directors place on record their appreciation and gratitude to them for their valuable contributions during their tenure as directors.

Key Managerial Personnel

During the year, Sri.M.Chandra Sekhar, CFO and Smt.D.Manoranjani, Company Secretary of the Company resigned w.e.f.14th May, 2016 and 30th June, 2016 respectively.

Due to vacancy in position of CFO from 14th May 2016, the Financial Statements have not been signed by CFO.

Except as stated above, there is no change in the key managerial personnel during the year.

Board evaluation and assessment

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration committee and Independent Directors with specific focus on the performance and effective functioning of the Board and individual Directors.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

Policy on directors' appointment and remuneration and other details

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to directors, key managerial personnel and senior management of the Company. The Company's policy on directors and KMP appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of the directors' report.

Number of board meetings during the year

During the year, 10 meetings of the Board and 4 meetings of Audit Committee were convened and held, the details of which form part of the report on corporate governance.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 have been disclosed as notes in the financial statements.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. Since there are no material related party transactions form AOC-2 is not enclosed.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

AUDITORS& OBSERVATIONS

Statutory Auditors

Pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Adinaryana& Co, chartered Accountants were appointed as statutory auditors of the Company from the conclusion of 29th AGM held on 29th September, 2014 for a period of 3 years i.e. till the conclusion of 32nd AGM of the Company. However, the present auditors have expressed their un

Roopa Industries Limited

willingness to be continued as Statutory Auditors of the Company.

The Board has approached M/s.S.T.Mohite & Co, Chartered Accountants and they have expressed their willingness to be appointed as Statutory Auditors of the Company. They have provided an eligibility certificate confirming that they have complied with conditions as stipulated under section 141 of the Companies Act, 2013, if appointed.

Accordingly, requisite resolution forms part of the notice convening the AGM.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Geeta Serwani & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2015-16. The Report of the Secretarial Auditor for Financial Year 2015-16 is annexed herewith as "Annexure-I".

Internal Auditors

Internal auditors of the Company have done audit and their report is reviewed by the Audit Committee from time to time.

The auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the criteria mentioned in the provisions of Companies Act, 2013.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to the provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Management Discussion & Analysis is presented in a separate section and forms part of the Annual Report.

CORPORATE GOVERNANCE

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated in provisions of SEBI (LODR) Regulations, 2015.

A report on Corporate Governance pursuant to the provisions of Corporate Governance

Code stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. Full details of the various board committees are also provided therein along with Auditors' Certificate regarding compliance of conditions of corporate governance and forms integral part of this Report.

EXTRACT OF ANNUAL RETURN (MGT 9)

The extract of the annual return in Form MGT 9 as required under the provisions of section 92 of the Act is enclosed as Annexure - II.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company (with its inherent weakness) work performed by the internal, statutory and secretarial auditors including the audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the period ended on 31st March, 2016.

RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management policy/plan for the Company and ensuring its effectiveness. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit

Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy.

HUMAN RESOURCES:

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. They 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;
- iii. 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 and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis;
- v. They have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;

- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the Annexure III forming part of this Report.

PARTICULARS RELATING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. During the financial year 2015-16, the Company has not received any complaints on sexual harassment.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF REMUNERATION

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Roopa Industries Limited

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to Median remuneration
T G Raghavendra	5.22
V J Sarma	4.17

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year: NIL
- c. There is no percentage increase in the median remuneration of employees in the financial year.
- d. The number of permanent employees on the rolls of Company: 33
- e. The explanation on the relationship between average increase in remuneration and Company performance: NIL
- f. Variations in the market capitalisation of the Company as at the closing date of the current financial year and previous financial year:

Particulars	As at 31-03-2016	As at 31-03-2015
Closing rate of share at BSE	7.40	5.00
EPS	0.22	0.20
Market Capitalization (₹ lakhs)	582.05	393.28

- g. Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 1995 at a price of Rs.10/- per equity share (at par). As on 31st March, 2016, the Market quotation for the Company's Equity shares at BSE Limited is Rs.7.40/-.

- h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
- i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Name of person	Remuneration (Rs.in Lakhs)	Total Revenue (Rs.in Lakhs)	Remuneration as a % of total revenue
T G Raghavendra	15.00	3060.18	0.49
V J Sarma	12.00	3060.18	0.39
D Manoranjani	4.00	3060.18	0.13
M Chandra Sekhar	6.00	3060.18	0.20

- j. The key parameters for any variable component of remuneration availed by the directors: NIL
- k. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** None.
- l. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration paid to Key Managerial Personnel is as per the remuneration policy of the Company.

APPRECIATION:

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry, despite increased competition from several existing and new players.

ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

By order of The Board of Directors

Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 13th August, 2016

ANNEXURES TO THE DIRECTORS' REPORT**ANNEXURE I – SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ROOPA INDUSTRIES LIMITED
(CIN : L10100AP1985PLC005582)
17/745, Alur Road,
Adoni, Kurnool Dist.,
Andhra Pradesh

I, Geeta Serwani, Proprietor of Geeta Serwani and Associates, Practicing Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROOPA INDUSTRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2016 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

Roopa Industries Limited

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Industry specific major Acts as applicable to the Company are complied .

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not undertaken any events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Geeta Serwani & Associates
(Practicing Company Secretary)
(Geeta Serwani)

Place : Hyderabad
Date : 13th August, 2016

Proprietor
ACS: 24479
CP: 8842

Note: This report is to be read with letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

To,
The Members,
ROOPA INDUSTRIES LIMITED
(CIN : L10100AP1985PLC005582)
17/745, Alur Road,
Adoni, Kurnool Dist.,
Andhra Pradesh

Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Geeta Serwani & Associates
(Practicing Company Secretary)
(Geeta Serwani)
Proprietor
ACS: 24479
CP: 8842

Place : Hyderabad
Date : 13th August, 2016

ANNEXURE – II

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2016

[Pursuant to Section 92(3) of the Companies Act, 2013, and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM MGT 9

I. REGISTRATION & OTHER DETAILS :

CIN	L10100AP1985PLC005582
Registration Date	17.06.1985
Name of the Company	Roopa Industries Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered Office and contact details	17745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India.
Whether listed company	Yes- BSE Limited Scrip Code – 530991
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Aarthi Consultants Pvt.Ltd Regd.Office : 1-2-285, Domalguda, Hyderabad – 500 029

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Name & Description of main products/services	NIC Code of products/services	% of total turnover of the company
Manufacture of Chemicals and Bulkdrugs	29319090	100%

III. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
APROMOTERS								
(1) Indian								
a) Individual / HUF	864047	0	864047	10.99	864047	0	864047	10.99
b) Central Govt.	0	0	0	0.00	0	0	0	0
c) State Govt.(s)	0	0	0	0.00	0	0	0	0
d) Bodies Corporate	2913617	0	2913617	37.04	2913617	0	2913617	37.04
e) Banks / FI	0	0	0	0.00	0	0	0	0
f) Any Other	0	0	0	0.00	0	0	0	0
Sub-Total (A)(1):	3777664	0	3777664	48.03	3777664	0	3777664	48.03
(2) Foreign	0	0	0	0.00	0	0	0	0
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0
b) Other - Individuals	0	0	0	0.00	0	0	0	0
c) Bodies Corporate	0	0	0	0.00	0	0	0	0
d) Banks / FI	0	0	0	0.00	0	0	0	0
e) Any Other....	0	0	0	0.00	0	0	0	0
Sub-Total (A)(2):	0	0	0	0.00	0	0	0	0
Total Shareholding of Promoters								
(A) = (A)(1)+(A)(2)	3777664	0	3777664	48.03	3777664	0	3777664	48.03

Roopa Industries Limited

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
B. PUBLIC SHAREHOLDING								
(1) Institutions								
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0
g) FIs	0	20000	20000	0.25	0	20000	20000	0.25
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	20000	20000	0.25	0	20000	20000	0.25
(2) Non-Institutions								
a) Bodies Corporate	92477	187000	279477	3.55	51705	187000	238705	3.03
b) Individuals								
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	1000717	646145	1646862	20.94	1048792	630445	1679239	21.35
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	1247959	153750	1401709	17.82	1225354	145450	1370804	17.43
c) Others								
i) Non Resident Indians	110208	629600	739808	9.41	108610	622600	731210	9.30
Clearing Members	0	0	0	0.00	47900	0	47900	0.61
Trusts	0	0	0	0.00	0	0	0	0
Qualified Foreign Investor	0	0	0	0.00	0	0	0	0
Sub-Total B(2):	2451361	1616495	4067856	51.72	2482361	1585495	4067856	51.72
Total B=B(1)+B(2):	2451361	1636495	4087856	51.97	2482361	1605495	4087856	51.97
C. Shares held by Custodians, against which	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C):	6229025	1636495	7865520	100	6260025	1605495	7865520	100

ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Star Niochem Pvt Ltd	1487682	18.91	9.68	1487682	18.91	-	-
2	SreeRayalaseema Hi Strength Hypo Ltd	1372455	17.45	-	1372455	17.45	-	-
3	TG Raghavendra	655729	8.34	-	655729	8.34	-	-
4	Jayanthi Raghu Tumbalam Gooty	208318	2.65	-	208318	2.65	-	-
5	TGV Projects and Investments Pvt Ltd	53480	0.68	-	53480	0.68	-	-
	Total	3777664	48.03	9.68	3777664	48.03	-	-

Roopa Industries Limited

(iii) Change in Promoters' Shareholding (Please Specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	At the beginning of the year	3777664	48.03	3777664	48.03
2.	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.)	No Changes in Promoters shareholding during the year			
3.	At the end of the year	3777664	48.03	3777664	48.03

(iv) Shareholding Pattern of top ten Shareholders

(Others than Directors, Promoters & Holders of GDRs & SDRs of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	Sangeetha S	365290	4.64	365290	4.64
2	Sathya S	281288	3.58	281288	3.58
3	B.Hulthenna	118345	1.50	118345	1.50
4	Savitha S	110054	1.40	110054	1.40
5	Southern India Dep. Services P Ltd.	60500	0.77	60500	0.77
6	UshaNath	57128	0.73	57128	0.73
7	Angel Fincap Private Limited	44500	0.57	44500	0.57
8	HimanshuChoksi	42400	0.54	42400	0.54
9	Kanchana S Mohite	40800	0.52	40800	0.52
10	Voma Shiva Kumar	30000	0.38	30000	0.38

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors	Shareholding at the beginning of the Year		Change in Shareholding		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	Increase	Derease	No. of shares	% of total shares of company
1	T G Raghavendra	655729	8.34	-	-	655729	8.34
2	V J Sarma	-	-	-	-	-	-
3	K Suneetha	-	-	-	-	-	-
4	A.Satyanaryana Murthy	-	-	-	-	-	-
5	O.Mohan Rao	-	-	-	-	-	-
	Name of the Key Managerial Personnel	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	Increase	Derease	No. of shares	% of total shares of company
1	M. Chandra Sekhar, CFO	-	-	-	-	-	-
2	D. Manoranjani, CS	-	-	-	-	-	-

Roopa Industries Limited

IV. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Rs. in Lacs)

Indebtedness at the beginning of the financial year	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i. Principal Amount	483.91	352.65	-	836.56
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	483.91	352.65	-	836.56
Change in Indebtedness during the financial year				
Addition	4038.61	233.41	-	4272.02
Reduction	4148.66	117.96	-	4266.62
Net Change	-110.05	115.45	-	5.40
Indebtedness at the end of the financial year				
iii. Principal Amount	373.86	468.09	-	841.95
iv. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	373.86	468.09	-	841.95

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs In Lakhs)

Sl. No.	Particulars of Remuneration	TGRaghavendra	Total Amount
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites under Section 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act(b), 1961	15.00 NIL NIL	15.00 NIL NIL
2	Stock Options	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission- as % of profit- others, specify....	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	15.00	15.00

(Rs In Lakhs)

Sl. No.	Particulars of Remuneration	V.J. Sarma	Total Amount
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites under Section 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	12.00 NIL NIL NIL	12.00 NIL NIL NIL
2	Stock Options	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission- as % of profit- others, specify....	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	12.00	12.00

Roopa Industries Limited

B. Remuneration to other Directors:

1. Independent Directors:

Sl.No.	Particulars of remuneration	Name of Director					Total Amount
		K.Suneetha	R.Madan Mohan Rao*	O.D. Reddy*	A.Satyanarayana Murthy	O. Mohan Rao	
1	Fee for attending Board/ Committee Meetings	NIL	NIL	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL	NIL	NIL
3	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
Total (B)(1)		NIL	NIL	NIL	NIL	NIL	NIL

*resigned as directors

2. Other Non-Executive Directors:

Particulars of remuneration	Director	Total Amount
-Fee for attending Board/Committee Meetings	NIL	NIL
- Commission	NIL	NIL
- Others, please specify	NIL	NIL
Total	NIL	NIL

A. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:

(Rs.In Lakhs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	CS	
1	Gross Salary	-	6.00	4.00	10.00
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-		
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-		
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-		
2	Stock Options	-	-		
3	Sweat Equity	-	-		
4	Commission- as % of profit- Others, specify	-	-		
5	Others, please specify	-	-		
	Total (C)	-	6.00	4.00	10.00

VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding			None		
B. DIRECTORS Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			None		

Annexure – III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts), Rules, 2014 and forming part of Board's Report for the year ended 31st March, 2016

A. Conservation of Energy

The company has been putting regular efforts to improve Energy efficiency through energy conservative measures.

i. Energy conservation measures taken:

- The Company has carried out various measures to optimize energy consumption.
- The Company has replaced conventional electrical cables, MCBs etc, with latest Electrical items.

ii. Impact of measures taken:

- Reduction in annual diesel oil consumption
- Continuous alertness of power saving

iii. Steps taken for utilizing alternate sources of energy:

- Company is evaluating the economic viability for installation of solar street lights and solar panels for plant lighting.

iv. Capital investment on energy conservation equipments:

- Capital expenditure has not been accounted for separately.

B. Technology absorption

Research and Development (R & D)

i. Effects in brief made towards Technology Absorption

- The Company has adopted indigenous Technology for manufacture of formulations and not imported technology is involved.
- The Company has an in house R & D Division for improving the quality, productivity and for developing the new viable products.

ii. Benefits derived as a result of the above efforts:

- Improving in product quality and productivity
- Enhanced products range to address emerging market opportunities

iii. Imported technology (imported during the last three years reckoned from the beginning of the financial year):

- Not applicable as no technology was imported during the last three years.

iv. Expenditure incurred on Research and Development

- R & D Expenditure has not been accounted for separately.

C. Foreign Exchange Earnings and Outgo

The Company is making continuous efforts for exploring export market for Triphenyl Phosphine. Due to these efforts the Company was successful in identifying potential foreign buyers.

The Foreign Exchange used and earned during the year:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Foreign Exchange Earning	54.23 Lakhs	440.70 Lakhs
Foreign Exchange Outgo	160.40 Lakhs	300.42 Lakhs

By order of The Board of Directors
Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director
(DIN : 00186546)

Place : Hyderabad

Date : 13th August, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

Company overview:

Roopa Industries was incorporated in the year 1985 and operates in the segment of manufacturing and marketing of bulk drugs and intermediaries.

Indian Pharma Industry:

Indian Pharmaceutical market has witnessed growth in both acute and chronic diseases segments. The major reason for the growth is increase in the incidence of the chronic diseases and its early detection, but still the acute disease segment dominates market share in the Indian pharmaceutical industry. Increasing urbanization, lifestyle changes and stress are responsible for the higher incidence of Chronic diseases.

Demand outlook:

The key drivers of growth include:

- o Rising healthcare awareness leading to an increase in spending on medicines
- o Changing life-styles leading to growing incidence of chronic ailments
- o Improving health insurance coverage driven by various measures being planned/implemented by the Indian government to bring 80% of the population under health insurance cover.
- o The company is focusing on brand building and customized marketing to suit to different customers and segments especially with its main product as TPP.

Risks and concerns:

The key challenges for the Indian pharmaceutical industry include the following:

- Ensuring compliance with global GMP standards; this will involve continuous improvement in the systems and processes as well as training of the workforce.
- Government-mandated price controls on pharmaceutical products
- Increasing competition from new entrants and expanding large/medium industries.
- Credit sales demanding more working finance.
- Maintaining inventories to meet sudden & urgent requirements by buyers, thus flooring available resources.
- Continuous R & D for company effectiveness as the competition is from domestic players as well as global market such as China.

The company manages the risk through careful market research for selection of product and by continuous monitoring. The Company has consistently supported Research & Development (R&D) for sustainable value creation.

MANUFACTURING FACILITIES

The Company's key priority is to ensure world-class quality in process and operations in all its manufacturing facilities. The Company has engaged professional and technical persons in the key positions and ensuring quality production and timely delivery of goods.

The Company focussed its core business on TPP and some intermediaries. During the year the Company recorded a sale turnover of Rs.32.67 Crores.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled. The Company designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits. The company has an Internal Audit System commensurate with its size and nature of business. Our Internal Auditors of the Company give periodic reports. Internal Auditors are reviewed in the meeting of the Audit Committee of the Board. Compliance with laws and regulations is also ensured and confirmed by the Internal Auditors of the Company. Standard operating procedures and guidelines are issued from time to time to support best practices for internal control.

FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

A. FINANCIAL HIGHLIGHTS:

Capital Structure:

The Authorised Share Capital of the Company is Rs. 9,00,00,000/- comprising of 90,00,000 Equity Shares of Rs.10/- each.

Reserves and Surplus:

The Reserves and Surplus of the Company as on 31.03.2016 stand at Rs.95,75,179/- as compared to Rs. 78,60,530/- in the previous year.

Fixed Assets:

During the year, the Company has added Fixed Assets amounting to Rs.76,99,437/- making the gross fixed assets as on 31.03.2016 to Rs. 11,83,66,871/-.

Inventories:

Inventories, as on 31st March, 2016, is Rs.4,42,33,332/- as against Rs. 8,03,59,852/- in the previous year.

Trade Receivables:

Trade Receivables increased to Rs.8,26,63,411/- as on 31st March, 2016 as against Rs. 5,59,95,701/- in the previous year. These receivables are considered good and realizable.

Cash and Cash Equivalents:

Cash and Cash Equivalents with Scheduled Banks stood to Rs.72,93,450/- as against Rs. 66,95,733/- in the previous year which include amounts deposited with banks as Security.

Loans and Advances:

Long Term Loans and Advances decreased to Rs.1,32,37,870/- as against Rs. 1,95,35,424/- in the previous year. Short Long Term Loans and Advances increased to Rs.56,09,026/- as against Rs. 25,69,087/- in the previous year.

Current Liabilities:

Current liabilities for the F.Y. 2015-16 is Rs.10,46,22,294/- as against Rs. 12,51,26,306/- in the previous year.

Roopa Industries Limited

B. OPERATIONAL RESULTS:

Turnover:

During the year 2015-2016, the turnover of the Company was Rs.32,46,21,591/- as compared to Rs. 33,00,40,743/- in the previous year.

The Income from other sources as on 31st March, 2016 was Rs.3,10,78,983/- as compared to Rs. 7,19,486/- in the previous year

Depreciation:

The Company has provided a sum of Rs.51,99,196/- towards depreciation for the year as against Rs. 67,12,259/- in the previous year.

Provision for Tax:

The Company has not provided Income Tax provision for the current year and also for the previous year in view of carry forward loss of the earlier years.

Net Profit:

The Net Profit of the Company after tax is Rs.17,14,649/- as against Rs. 16,12,294 in the previous year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company has a team of able and experienced staff and executives and the relation with the employees remained cordial throughout the year. Its management training schemes strive to develop business managers of tomorrow. In house training is given to the employees to induce contribution for enhanced productivity and development programmes for all levels of employees are being given as the company considers human resources are invaluable asset. As on 31st March 2016 the company has a total strength on 22 employees.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other statutes and incidental factors.

By order of The Board of Directors
Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director
(DIN : 00186546)

Place : Hyderabad
Date : 13th August, 2016

REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company's Philosophy of Corporate Governance is in assisting the management for operating the industry in efficient way and meeting the obligations of shareholders and stakeholders. The Company believes in hard and sincere work for achieving goals and enhancing the long term values of the Company.

Roopa Industries Limited, believes strongly that Corporate Governance is a comprehensive code of best practices being designed to achieve the high standards of the corporate behaviour and the Company is committed for the policy. The Company has practiced for good Corporate Governance.

Roopa Industries Limited has created an environment for upholding the values like transparency, Integrity, accountability and responsibility while trying to enhance the long term values of the Company for its shareholders and stake holders.

2. BOARD OF DIRECTORS:**Composition and Category of Directors:**

As on 31st March 2016, the Company's board consists of five members. The Chairman of the board is an Executive Director. The Company has an optimum combination of Executive and Non-Executive Directors in accordance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The board has two Executive Directors and three Non-Executive Independent Directors. None of the Directors is related to any other Director. The details of the composition is as follows:

Name	Category	No. of Directorships		No. of Committees	
		Public	Private	Member (including chairmanships)	Chairman
Sri.T.G.Raghavendra	Executive, CMD	-	1	2	-
Sri.V.J.Sarma	Executive	-	-	2	-
Smt.K.Suneetha	Independent	2	2	-	1
Sri. M T Srinivasa Rao*	Independent	-	-	4	-
O D Reddy*	Independent	-	5	2	1
R.Madan Mohan Rao*	Independent	3	2	1	1
Sri..A.Satyanarayana Murthy	Independent	-	1	-	-
Sri.O.Mohan Rao	Independent	-	1	-	-

*resigned as directors during the year.

Except Sri. T.G.Raghavendra who holds 6,55,729 equity shares, none of the Directors holds equity shares in the Company.

Board Meetings

The Board met Ten times during the year on 05-05-2015; 30-05-2015; 17-06-2015; 30-06-2015; 14-08-2015; 26-10-2015; 03-11-2015; 14-11-2015; 27-01-2016 and 13-02-2016. The Board meets at least four times a year with a maximum gap of one hundred and twenty days between any two meetings. Additional meetings are held, whenever necessary. The particulars of attendance of Directors at the Board Meetings and Annual General Meetings by Directors for the financial year ended 31.03.2016 has been set out here below:

Roopa Industries Limited

Sl. No.	Name of Director	Meetings attended	Attendance at last AGM on 30.09.2015
1.	Sri.T.G.Raghavendra	10	Yes
2.	Sri.V.J.Sarma	10	Yes
3.	Smt.K.Suneetha	10	Yes
4.	Sri. M T Srinivasa Rao*	9	Yes
5.	O D Reddy*	6	Yes
6.	R.Madan Mohan Rao*	6	Yes
7.	Sri..A.Satyanarayana Murthy	3	NA
8.	Sri.O.Mohan Rao	3	NA

*resigned as directors during the year.

3. BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

3.1.AUDIT COMMITTEE:

(i) Brief description of terms of reference:

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

- Management Discussion and Analysis of financial position and results of operations;
- Statement of significant related party transactions submitted by Management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the Chief Internal Auditor. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgement by Management
 - iv. Significant adjustments made in the financial statements arising out of Audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. Disclosure of any related party transactions
 - vii. Qualifications in the draft Audit Report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.

- Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with Internal Auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism.

(ii) Composition and meetings:

The audit committee met four times during the year on 30.05.2015, 14.08.2015, 14.11.2015 and 13.02.2016. All the members of the audit committee are financially literate. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the audit committee and the details of attendance is as follows.

Name	Category	Designation	No.of meetings attended in 2015-2016
Smt.K.Suneetha	Independent	Chairman	4
Sri.R.Madan Mohan Rao*	Independent	Member	2
Sri.O.D.Reddy*	Independent	Member	2
Sri.M.T.Sreenivasa Rao*	Independent	Member	2
Sri..A.Satyanarayana Murthy	Independent	Member	2
Sri..O.Mohan Rao	Independent	Member	2

* Due to resignation of the directors Committee has been re constituted on 14th November, 2015.

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of three Non-Executive Independent Directors. As Smt.K.Suneetha who is heading the Audit Committee as Chairman having rich experience and professional knowledge in Finance, Accounts and Company Law, the members always added the value for the Company. Minutes of each Audit Committee are placed before the Board and discussed in the meeting.

3.2 NOMINATION & REMUNERATION COMMITTEE:

(i) Brief description of terms of reference:

During the year at a meeting of the Board of Directors of the Company held on 3rd November, 2015 in compliance with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has renamed its "Remuneration Committee" as the "Nomination and Remuneration Committee". The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- a. Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- c. Recommend/review remuneration of the Managing Director and Whole time Director(s) based on performance and defined assessment criteria.
- d. Recommend to the Board a policy for selection and appointment of Directors, Key Managerial Personnel and other senior management positions.
- e. Formulate and review criteria for evaluation of performance of the Board of Directors
- f. Devise a policy on Board diversity.
- g. Succession planning for the Board level and key management positions.
- h. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification/amendment.

(ii) Composition and meetings:

The committee met one time during the year on 3rd November, 2015. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the audit committee and the details of attendance is as follows.

Name	Category	Designation	No.of meetings attended in 2015-16
Sri.A.Satyanarayana Murthy	Independent	Chairman	1
Sri.O.Mohan Rao	Independent	Member	1
Smt.K.Suneetha	Independent	Member	1
Sri.T G Raghavendra	Chairman & Managing Director	Member	1

(iii) REMUNERATION POLICY:

The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

a) Remuneration to Executive Director and KMP:

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

b) Remuneration to Non-Executive Directors:

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

(i) Details of Remuneration of Non - Executive Directors:

The Company do not pay sitting fees to all the Non-executive Directors. The details of sitting fees paid to the Non-executive Directors for attending Board Meetings and Committee Meetings during the financial year 2014-15 are as follows:

Roopa Industries Limited

S. No.	Name of Director	Sitting Fees paid (Rs.)
1	Smt.K.Suneetha	Nil
2	Sri.O Mohan Rao	Nil
3	Sri.ASatyanarayana	Nil

(ii) Pecuniary relationship or transactions of Non-Executive Director:

Apart from attending the Board and Audit Committee Meetings, the Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

(iii) Details of Remuneration to Executive Directors: (Rs.in Lakhs)

Name of Director	Salary
Sri.T.G.Raghavendra	15.00
Sri.V.J.Sarma	12.00

c) FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme have been posted in the website of the Company.

d) INDEPENDENT DIRECTORS' MEETING:

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

e) PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE:

(i) Brief description of terms of reference:

During the year at a meeting of the Board of Directors of the Company held on 28th May, 2014 in compliance with the provisions of the Companies Act, 2013, the Board has renamed its "Shareholders Grievance Committee" as the "Stakeholders Relationship Committee". The Stakeholders Relationship Committee constituted by the Board of Directors inter alia approves transfer of shares and redresses shareholders.

Roopa Industries Limited

(ii) Composition:

Sl.No.	Name of Director	Designation
1	Sri.M.T.Sreenivasa Rao*	Chairman
2	Sri.T.G.Raghavendra	Member
3	Sri V.J. Sarma	Member
4	Sri.O Mohan Rao#	Member

*During the year, resigned as director.

Appointed in place resigned director

- (iii) The Stakeholder Committee met 4 times during the financial year under review on 30-05-2015, 14-08-2015-14-11-2015 and 13-02-2016. The attendance of the meeting by the members of the committee is recorded as under.

Sl.No.	Name of Director	No.of meetings attended
1	Sri.M.T.Sreenivasa Rao*	2
2	Sri.T.G.Raghavendra	4
3	Sri V.J. Sarma	4
4	Sri.O Mohan Rao	2

*During the year, resigned as director.

The Company Secretary acts as the secretary to the Nomination and Remuneration Committee.

The total number of complaints received and replied to the satisfaction of shareholders during the year was 0. There are no outstanding complaints as on 31.03.2016.

3.4. RISK MANAGEMENT COMMITTEE:

The Company has constituted a Risk Management Committee which has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.

4. GENERAL BODY MEETINGS:

- i) Details of the location and time of the last three Annual General Meetings of the company are as follows:

Year	Locations	Date	Time
2014-15	17/745, Alur Road, Adoni	30.09.2015	10.00 A.M.
2013-14	17/745, Alur Road, Adoni	30.09.2014	10.00 A.M
2012-13	17/745, Alur Road, Adoni	28.09.2013	10.00 A.M

- ii) Whether any special resolutions passed in the previous 3 AGMs

2012-13 : Nil

2013-14: In the AGM held on 30th September, 2014 the company has passed Special Resolutions as follows:

- To authorize the Board to borrow money in Excess of Paid-up Capital and Free Reserves under section 180 (1)(c) of Companies Act, 2013.
- To authorize the Board to sell, Lease or dispose the undertaking under section 180(1)(a) of Companies Act, 2013

2014-15:

- i) Re-appointment of Sri.T.G.Raghavendra as Chairman and Managing Director for a term of 3 years and increase in remuneration thereon.
- ii) Re-appointment of Sri.V.J.Sarma as Chairman and Managing Director for a term of 3 years and increase in remuneration thereon.

There were no occasions to pass Special Resolutions through postal ballot on any of the matters specified under clause 49 of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Further, no such resolution is proposed to be placed for the approval of the shareholders at the forthcoming Annual General Meeting.

5. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

- (ii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years: Nil.

- (iii) Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website,

- (iv) Non Mandatory Requirements:

Adoption of non-mandatory requirements of is being reviewed by the Board from time to time.

6. MEANS OF COMMUNICATION:

- i) Financial / Quarterly Results:

The Company intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after the Board Meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Business Standard (English) and Surya(Telugu). The financial results are also displayed on the Company's website www.investorsatril.com.

- ii) Newspapers wherein results normally published

The official news releases are published in Business Standard and Surya (Telugu) Newspapers, Detailed presentations made to institutional investors, financial analyst.

- iii) Website:

The website contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

CEO Certification

In line with the requirements of Regulation 17 of the Listing Regulations, Sri.T.G.Raghavendra, chairman & Managing Director have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2016 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

7. The Management Discussion and Analysis Report:

A Report of the Management Discussion and Analysis is attached as part of the Annual Report.

i) GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Date : 30 September, 2016 Time : 10.00 A.M. (Friday) Venue: 17/745, Alur Road, Adoni – 518 301,Kurnool Dist, A.P.
Financial Calendar	1 st April 2015 to 31 st March 2016.
Date of Book Closure	24.09.2016 to 30.09.2016(both days inclusive)
Listing on Stock Exchanges	BSE Ltd
Stock Code	530991
ISIN Number for NSDL & CDSL	INE443C01010

ii) Registrar and Transfer Agents

Share Transfers & Communication regarding Share Certificates, Dividends & Change of Address may be sent to

M/s.Aarthi Consultants Pvt Ltd., Regd. Office: 1-2-285, Domalguda, Hyderabad – 500029.

Phone No's : 040-27638111, 27634445, 27642217, 66611921

Fax: 040-27632184,

Email: info@aarthiconsultants.com, Website: www.aarthiconsultants.com

iii) Share Transfer System

The Shares lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. With a view to expedite the process of share transfers, the Board has appropriately delegated the powers of approval of share transfers. The work of Registrars and Share Transfer Agents is being monitored and reviewed. The dematerializations of shares are directly transferred to the beneficiaries by the Depositories.

iv) Reconciliation of share Capital Audit:

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

Roopa Industries Limited

v) Distribution of shareholding Pattern as on 31st March, 2016.

Category	No. of Shares	% of Shares
NSDL	8,48,422	10.79%
CDSL	54,11,603	68.80%
Physical	16,05,495	20.41%

vi) Shareholding Pattern as on 31st March, 2016:

Category	No. of Shares	% Holding
Promoters	37,77,664	48.03
Foreign Institutional Investors	20,000	0.25
Bodies Corporate	2,38,705	3.03
Individuals	30,50,041	38.78
NRI	7,31,210	9.30
Clearing Members	47,900	0.61
Total	78,65,520	100.00

vii) Dematerialisation of Shares & Liquidity

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

viii) Outstanding ADRs / GDRs / Warrants or any : Nil

ix) Listing on Stock Exchanges

The equity shares of the Company are listed on BSE. The annual listing fee for the year 2016-17 has been paid to the stock exchange. The Company's stock exchange codes are as mentioned below. The Company will pay the annual custodial fee for the year 2016-17 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on receipt of the invoices.

x) Stock Market Data

The below mentioned Table gives the monthly high and low prices of the Company's equity shares on BSE for the year 2015-16.

Month	BSE Limited	
	High (in Rs.)	Low (in Rs.)
April, 2015	6.70	5.00
May, 2015	6.68	5.70
June, 2015	-	-
July, 2015	6.00	5.25
August, 2015	7.00	5.50
September, 2015	6.65	5.77
October, 2015	7.30	6.00
November, 2015	9.23	6.85
December, 2015	9.23	8.80
January, 2016	11.54	9.05
February, 2016	11.53	8.34
March, 2016	7.93	6.84

Roopa Industries Limited

xi) Shareholding pattern

The below mentioned table gives the distribution schedule of equity shares of the Company for the year ending 31st March, 2016.

Sl. No.	Category	No.of shareholders	%	No.of shares	%
1.	Upto 1 – 5000	1993	67.26	497201	6.32
2	5001 – 10000	437	14.75	386801	4.92
3	10001 – 20000	155	5.23	246796	3.14
4	20001 – 30000	200	6.75	513767	6.53
5	30001 – 40000	14	0.47	50362	0.64
6	40001 – 50000	62	2.09	306699	3.90
7	50001 – 100000	55	1.86	456695	5.81
8	100001 & above	47	1.59	5407199	68.75
	TOTAL	2,963	100.00	78,65,520	100.00

8. A code of conduct is duly approved by the Board on 29.04.2009 is communicated to all Directors and Senior Management of the company and affirmed by them as to its compliance on an annual basis. Code conduct is posted on website of the Company. A declaration to this effect signed by Chairman & Managing Director of the Company forms part of this report as **Annexure-A**.

9. Address for correspondence

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus.	M/s. Aarathi Consultants Pvt.Ltd Regd.Office:1-2-285, Domalguda, Hyderabad - 500 029. Phone No's : 040-27638111, 27634445, 27642217, 66611921 Fax: 040-27632184, Email: info@aarthiconsultants.com, Website: www.aarthiconsultants.com
2.	Shareholders general correspondence/ Queries on Annual Report.	Roopa Industries Limited 17/745, Alur Road, Adoni- 518 301. Kurnool District, A.P. Tel: +91 8096330007, Fax : +91 40 23310379 E-mail: info@roopaindustries.comInvestor Complaintsinvestorsroopa@gmail.com, investors@roopaindustries.comWebsite: www.roopaindustries.com

Roopa Industries Limited

10. Depository Services:

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd Trade World, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993 / 24976351 Email : info@nsdl.co.in	Central Depository Services (India) Ltd PhirozeJeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai – 400 023 Tel : 091-022-22723333/22723224 Fax: 091-022-22723199 Email : investors@cdslindia.com
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11. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Managing Director is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

12. Plant Location : The Company's Plant is Located at :
Roopa Industries Limited
A3, A4, Phase-IV, IDA, Patancheru-502 319
MedakDist, Telangana, India.
13. Address for Correspondence : 1. RoopaIndusries Limited
Regd.Office: 17/745, Alur Road
Adoni – 518 301, Kurnool Dist.
Andhra Pradesh, India.
2. Roopa Industries Limited
A3 A4, Phase-IV, IDA
Patancheru-502 319,
MedakDist, Telangana, India.

Declaration of compliance with Code of Conduct

This is to certify that the Company had laid down code of conduct for all the Board members and Senior Management Personnel of the Company and the same is uploaded on the website of the Company www.investorsatril.com.

Further, I hereby confirm that the Company has obtained from all the members of the Board of Directors and Senior Management Personnel affirmation the they have complied with the code of conduct applicable to them during the year ended 31st March 2016.

By order of The Board of Directors

Sd/-

T.G. RAGHAVENDRA

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 13th August, 2016

Roopa Industries Limited

Chief Executive Officer Certification

To
The Board of Directors
Roopa Industries Ltd.,

This is to certify that

- a. We have reviewed financial statements and the cash flow statement for the year 2015-16 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Hyderabad
Date : 13th August, 2016

(T.G. Raghavendra)
Chairman & Managing Director
(DIN-05301037)

Note : The position of CFO is vacant from 14th May, 2016. Since the Company is in process of appointing new CFO, the Certificate is signed by Chairman & Managing Director.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Roopa Industries Limited

We have examined the compliance of conditions of Corporate Governance by M/s. Roopa Industries Limited, for the year ended 31st March, 2016 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of these conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Regulation. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s.T.Adinarayana& Co

Chartered Accountants

(Regn.No.000041S)

(PullaRao.Y)

Proprietor

M. No. 025266

Date : 13.08.2016

Place: Hyderabad

INDEPENDENT AUDITORS' REPORT

To the Members of
ROOPA INDUSTRIES LIMITED
Report on the Financial Statements

We have audited the accompanying Standalone financial statements of **M/s. ROOPA INDUSTRIES LIMITED** ("*the Company*") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Roopa Industries Limited

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and 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 account 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

T.ADINARAYANA & Co.
Chartered Accountants
Firm Regn.No.000041S

Y. PULLARAO
Proprietor
(M.NO.25266)

Place : Hyderabad
Date : 13.08.2016

ANNEXURE-A TO THE INDEPENDENT AUDIT REPORT

[Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the members of Roopa Industries Limited on the financial statements of the Company as of and for the year ended March 31, 2016]:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the company pursuant to the companies (Cost Accounting Records and audit) Rules, 2011 as amended prescribed by the central Government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- (b) Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, VAT and Cess which have not been deposited as on 31st march, 2016 on account of dispute are given below

S.No.	Statute	Nature of dues	Amount (Rs.)	Period	Forum where dispute is pending
1.	Income Tax	Disallowance of Depreciation	Rs.13.08 Lakhs	1996	Appeal filed by the department and pending Before Andhra Pradesh High court

Roopa Industries Limited

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to Banks and other Financial Institutions. The Company has not taken any loan from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

T.ADINARAYANA & Co.
Chartered Accountants
Firm Regn.No.000041S

Y. PULLARAO
Proprietor
(M.NO.25266)

Place : Hyderabad
Date : 13.08.2016

“Annexure B” to the Independent Auditors’ Report

[Referred to in paragraph 2(f) under “Report on other legal and regulatory requirements” of our Report of even date]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Roopa Industries Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

Roopa Industries Limited

principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For and on behalf of

T.ADINARAYANA & Co.

Chartered Accountants

Firm Regn.No.000041S

Y. PULLARAO

Proprietor

(M.NO.25266)

Place : Hyderabad

Date : 13.08.2016

Roopa Industries Limited

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31.03.2016 (In Rs.)	As at 31.03.2015 (In Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share Capital	1	78,655,200	78,655,200
(b) Reserves and surplus	2	9,575,179	7,860,530
(c) Money received against warrants		-	-
		88,230,379	86,515,730
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	49,031,192	33,958,680
(b) Deferred tax liabilities (Net)	4	8,145,241	7,215,736
(c) Other Long term liabilities		-	-
(d) Long-term provisions	5	2,605,839	2,395,105
		59,782,272	43,569,521
(4) Current Liabilities			
(a) Short-term borrowings	6	28,255,629	46,858,777
(b) Trade payables	7	66,115,507	74,346,412
(c) Other current liabilities	8	10,251,158	3,900,178
(d) Short-term provisions	9	-	20,939
		104,622,294	125,126,306
TOTAL		252,634,945	255,211,557
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	69,140,856	76,003,538
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress	10	240,000	393,552
(iv) Intangible assets under development		-	-
(b) Non-current investments	11	436,902	436,902
(c) Deferred tax assets (Net)		-	-
(d) Long-term loans and advances	12	13,237,870	19,535,424
(e) Other Non-current assets		-	-
		83,055,628	96,369,416
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	13	44,233,332	80,359,852
(c) Trade receivables	14	82,663,411	55,995,701
(d) Cash and Cash Equivalents	15	7,293,450	6,695,733
(e) Short-term loans and advances	16	5,609,026	2,569,087
(f) Other current assets	17	29,780,098	13,221,768
		169,579,317	158,842,141
TOTAL		252,634,945	255,211,557
Contingent Liabilities and Commitments	18		
Significant Accounting Policies and Notes on Financial Statements	28		

The accompanying notes are an integral part of the financial statements

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**
Chartered Accountants (Regn.No.000041S)

(PULLA RAO.Y.)
PROPRIETOR
M.No. 25266

(T.G.RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)
EXECUTIVE DIRECTOR

Place : Hyderabad
Date : 30-05-2016

Place: Hyderabad
Date : 30-05-2016

Roopa Industries Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	Year ended 31.03.2016 (In Rs.)	Year ended 31.03.2015 (In Rs.)
I. Revenue from Operations (Gross)	19	332,914,565	335,018,964
Less: Excise duty		26,896,962	25,242,567
Revenue from Operations (Net)		306,017,603	309,776,397
II. Other income	20	31,078,983	719,486
III. Total revenue		337,096,586	310,495,883
IV. Expenses			
Cost of materials consumed	21	202,177,024	216,097,228
Purchase of stock-in-trade		-	-
Changes in inventories of Finished goods,			
Work-in-Progress and Stock-in-trade	22	28,185,568	(11,139,530)
Employee benefits expense	23	17,198,405	20,325,123
Finance costs	24	14,593,613	13,467,398
Depreciation and amortization expense	25	5,199,196	5,281,068
Other expenses	26	67,098,626	63,262,988
Total Expenses		334,452,432	307,294,275
V. Profit Before exceptional and extraordinary items and tax (III - IV)		2,644,154	3,201,608
VI. Exceptional Items		-	1,431,191
VII. Profit before extraordinary items and tax (V - VI)		2,644,154	1,770,417
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		2,644,154	1,770,417
X. Tax expense:			
(1) Current Tax		-	-
(2) Deferred Tax Liability		929,505	158,123
XI. Profit/(Loss) for the period from continuing operations (IX - X)		1,714,649	1,612,294
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		1,714,649	1,612,294
XVI. Earnings per equity share:	27		
(1) Basic		0.22	0.20
(2) Diluted		0.22	0.20
(3) Face value per share		10.00	10.00
Significant Accounting Policies and Notes on Financial Statements	28		

The accompanying notes are an integral part of the financial statements

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**
Chartered Accountants (Regn.No.000041S)

(PULLA RAO.Y.)
PROPRIETOR
M.No. 25266

(T.G.RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)
EXECUTIVE DIRECTOR

Place : Hyderabad
Date : 30-05-2016

Place: Hyderabad
Date : 30-05-2016

Roopa Industries Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	(In Rs.) 2015-16	(In Rs.) 2014-15
A. CASH FLOW FROM OPERATIONS		
Net profit Before Tax and Extra-Ordinary items	2,644,154	1,770,417
Adjustment for		
Depreciation	5,199,196	5,281,068
Depreciation (Exceptional Item)	-	1,431,191
Interest paid	14,593,613	13,467,398
Interest received	(924,176)	(655,251)
Dividend received	-	-
Operating Profit before Working Capital Changes	21,512,787	21,294,823
Adjustment for		
Trade and Other Receivables	(43,226,040)	4,805,043
Inventories	36,126,520	(29,046,878)
Trade Payables and Others	(1,690,130)	8,951,378
Cash Generated from Operations	12,723,137	6,004,366
Direct Taxes	-	-
NET CASH FLOW (USED IN)/ FROM OPERATING ACTIVITIES	12,723,137	6,004,366
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	1,817,038	(1,561,030)
Margin Money Deposit with Bank	(815,546)	(356,905)
Sale of Fixed Assets	-	-
Interest Received	924,176	655,251
Dividend Received	-	-
NET CASH FLOW (USED IN)/ FROM INVESTING ACTIVITIES	1,925,668	(1,262,684)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital and Warrants	-	-
Proceeds from Share Premium	-	-
Proceeds from Borrowings	(3,530,636)	5,879,902
Proceeds from loans and advances	3,257,615	3,627,787
Interest paid	(14,593,613)	(13,467,398)
NET CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES	(14,866,634)	(3,959,709)
D. NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENT(A+B+C)	(217,829)	781,973
Cash and Cash Equivalents as at the commencement of the year	1,284,682	502,709
Cash and Cash Equivalents as at the close of the year	1,066,853	1,284,682

Notes : 1 Cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3-Cash Flow Statements.

2 Previous year figures have been re-grouped/ re-arranged/ re-classified wherever necessary to make them comparable to the current year figures.

CERTIFICATE

The above Cash Flow Statement has been prepared on the basis of Audited Accounts approved by the Board of Directors and is in agreement with the Statement of Profit and Loss and Balance Sheet as at 31.03.2016.

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**
Chartered Accountants(Regn.No.000041S)

(PULLA RAO.Y.)
PROPRIETOR
M.No. 25266

(T.G.RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)
EXECUTIVE DIRECTOR

Place : Hyderabad
Date : 30-05-2016

Place: Hyderabad
Date : 30-05-2016

Roopa Industries Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.	SHARE CAPITAL	As at 31 st March (Rs.)	
		2016	2015
	Authorised Share Capital 90,00,000 (Previous year 90,00,000) Equity Shares of Rs. 10/- each	90,000,000	90,000,000
	Total	90,000,000	90,000,000
	Issued, Subscribed and Paid up Share Capital 78,65,520 (Previous year 78,65,520) Equity Shares of Rs. 10/- each	78,655,200	78,655,200
	Total	78,655,200	78,655,200

a. Reconciliation of the shares at the beginning and at the end of the reporting period.

Particulars	Year ended 31 st March, 2016		Year ended 31 st March, 2015	
	Number	Rs.	Number	Rs.
Equity shares at the beginning of the year	7,865,520	78,655,200	7,865,520	78,655,200
Add: Shares issued during the year	—	—	—	—
Equity shares at the end of the year	7,865,520	78,655,200	7,865,520	78,655,200

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% of the total shares

Sl. No.	Name of Shareholder	Year ended 31 st March, 2016		Year ended 31 st March, 2015	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Star Niochem Private Limited	1,487,682	18.91	1,487,682	18.91
2	SRHHL Industries Ltd	1,372,455	17.45	1,372,455	17.45
3	T.G.Raghavendra	655,729	8.34	655,729	8.34
		3,515,866	44.70	3,515,866	44.70

2.	RESERVES AND SURPLUS	As at 31 st March (Rs.)	
		2016	2015
a. Securities Premium Reserve			
Opening Balance as per last Balance sheet		1,660,296	1,660,296
Add: Movement during the year		-	-
Closing Balance		1,660,296	1,660,296
b. Capital Reserves			
Opening Balance as per last Balance sheet		2,745,075	2,745,075
Add: Movement during the year		-	-
Closing Balance		2,745,075	2,745,075
c. Surplus in Statement of Profit and Loss Account			
Opening Balance as per last Balance sheet		3,455,159	1,842,865
Add: Net Profit for the year		1,714,649	1,612,294
Closing Balance		5,169,808	3,455,159
Total (a+b+c)		9,575,179	7,860,530

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

3. LONG TERM BORROWINGS	As at 31 st March (Rs.)	
	2016	2015
a. Secured		
Term loans from Banks	6,480,348	-
Vehicle loan from Bank	-	650,063
Total (a)	6,480,348	650,063
b. Unsecured		
Sales Tax Deferment	15,268,569	18,248,069
Inter Corporate Loans	14,603,212	10,000,000
From Director	12,679,063	5,060,548
Total (b)	42,550,844	33,308,617
Total (a + b)	49,031,192	33,958,680

Term Loan payable to bank is secured by hypothecation of stocks and receivables and also secured by equitable mortgage of land and buildings and plant and machinery. Further guaranteed by promoter in his individual capacity.

The Term loan is payable in 20 quarter installments of which four quarters completed.

Deferred Sales tax loan is interest free repayable in various instalments as per Sales tax Deferment Scheme. The last instalment is payable in 2020-2021.

4. DEFERRED TAX LIABILITIES (NET)	As at 31 st March (Rs.)	
	2016	2015
Total	8,145,241	7,215,736

Refer note No.30

5. LONG TERM PROVISIONS	As at 31 st March (Rs.)	
	2016	2015
Provision for Gratuity (Refer Note No.28.4)	2,605,839	2,395,105
Total	2,605,839	2,395,105

6. SHORT TERM BORROWINGS	As at 31 st March (Rs.)	
	2016	2015
a. Working Capital Secured		
From Banks	27,055,591	34,087,686
From Others	-	-
Total (a)	27,055,591	34,087,686
b. Liability For Bills Discounted		
From Banks	1,200,038	12,771,091
From Others	-	-
Total (b)	1,200,038	12,771,091
Total (a+b)	28,255,629	46,858,777

Security for Secured Loans

The working capital loan from Bank and liability for bills discounted are secured by Equitable Mortgage of Land, Buildings and charge on Plant & Machinery, Stock-in-Trade, Book debts and are further guaranteed by Promoter in his individual capacity.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

7. TRADE PAYABLES	As at 31 st March (Rs.)	
	2016	2015
a. Dues to Micro, Small and Medium Enterprises (see note below)	-	-
b. Others	66,115,507	74,346,412
Total (a+b)	66,115,507	74,346,412

Disclosure in respect of Principal and interest pertaining to the "Micro, Small and Medium Enterprises Development Act 2006, the information has been given in respect of such vendors on the basis of information available with the Company

PARTICULARS	As at 31 st March (Rs.)	
	2016	2015
a. Principal amount remaining unpaid		
Trade payables	NIL	NIL
Creditors for capital goods	NIL	NIL
b. Interest on above and unpaid interest	NIL	NIL
c. Interest paid	NIL	NIL
d. Payment made beyond the appointed day	NIL	NIL
e. Interest due and payable for the period of delay	NIL	NIL
f. Interest accrued and remaining unpaid at the end of the year	NIL	NIL
g. Amount of further interest remaining due and payable in succeeding year.	NIL	NIL

8. OTHER CURRENT LIABILITIES	As at 31 st March (Rs.)	
	2016	2015
a. Current maturities of term liabilities		
i. Secured		
Term loans from Banks	2,000,000	-
Vehicle loan from Bank	650,063	882,317
ii. Unsecured		
Sales Tax Deferment	4,258,380	1,955,993
Total (a)	6,908,443	2,838,310
b. Other payables	3,342,715	1,061,868
Total (a+b)	10,251,158	3,900,178

Vehicle loan is secured by hypothecation of Vehicle. The loan is repayable in 36 monthly instalments commencing from December, 2013 to November, 2016

Term Loan payable to bank is secured by hypothecation of stocks and receivables and also secured by equitable mortgage of land and buildings and plant and machinery. Further guaranteed by promoter in his individual capacity.

The Term loan is payable in 20 quarter installments of which four quarters completed.

9. SHORT TERM PROVISIONS	As at 31 st March (Rs.)	
	2016	2015
a. Provision for employee benefits	-	20,939
Total (a+b)	-	20,939

NOTES FORMING PART OF FINANCIAL STATEMENTS
10. FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		As at 1/04/2015 Rs.	Additions Rs.	Deletions / Adjustments Rs.	As at 31/03/2016 Rs.	For the Year Rs.	Deletions / Adjustment Rs.	Up to 31/03/2016 Rs.	As at 31/03/2016 Rs.	As at 31/03/2015 Rs.
1	Land	687,300	-	-	687,300	-	-	-	687,300	687,300
2	Buildings	31,037,525	-	2,731,523	28,306,002	9,853,063	876,329	9,284,040	19,021,961	21,184,482
3	Plant & Machinery	86,270,769	6,320,520	9,759,949	82,831,440	34,601,238	3,448,378	35,609,776	47,221,662	51,493,531
4	Furniture & Fixtures	398,127	0	-	398,127	111,299	42,874	154,173	243,954	286,828
5	Vehicles	4,010,656	0	-	4,010,656	2,210,914	368,802	2,610,716	1,399,940	1,799,742
6	Office Equipment	1,493,819	422,176	22,650	1,893,345	918,143	431,813	1,327,306	566,039	575,676
	Total-A	123,898,196	6,742,697	12,514,022	118,126,871	47,894,657	5,199,196	48,986,014	69,140,857	76,003,539
7	Buildings Under Construction				-			-	-	-
8	Plant & Machinery Under Erection	388,552	956,740	1,110,292	240,000	-	-	-	240,000	333,552
	Total-B	393,552	956,740	1,110,292	240,000	-	-	-	240,000	393,552
	Grand Total	124,291,748	7,699,437	13,624,314	118,366,871	47,894,657	5,199,196	48,986,014	69,380,857	76,397,090
	Previous Year	127,520,658	1,561,030	4,789,940	124,291,748	45,972,339	5,281,067	47,894,658	76,397,090	

Note: 1) Adjustments / deletion column in the Gross Block & Depreciation Block indicates the assets destroyed by fire accident.
2) *Rs.1,431,191/- relates to depreciation on assets whose useful life was expired as on 31st March, 2015.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

11.	NON CURRENT INVESTMENTS	As at 31 st March (Rs.)	
		2016	2015
	INVESTMENTS		
	Investments in Govt. Securities : Un-quoted National Saving Certificate (Deposited with Sales Tax Department)	2,000	2,000
	Investments in Equity Shares : Fully paid up Quoted & Trade :		
	Sree Rayalaseema Alkalies & Allied Chemicals Ltd 220 (Previous year : 220) Equity Shares of Rs.10 each	2,048	2,048
	Sree Rayalaseema Hi-Strenth Hypo Ltd 11812 (Previous Year : 11812) Equity Shares of Rs.10 each	214,204	214,204
	Quoted & Non-Trade :		
	Hindustan Construction Company Ltd 2000 (Previous Year : 2000) Equity Shares of Re.1 each	128,000	128,000
	Unquoted & Trade:		
	Patancheru Enviro-tech Ltd 9065 (Previous year : 9065) Equity Shares of Rs.10/- each.	90,650	90,650
	Total	436,902	436,902
	Aggregate Book Value of Unquoted Investment	92,650	92,650
	Aggregate Book Value of Quoted Investment	344,252	344,252
	Aggregate Market Value of Quoted Investment	593,419	292,214
12.	LONG TERM LOANS AND ADVANCES	As at 31 st March (Rs.)	
		2016	2015
	a. Capital advances and Claims receivable		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	10,569,559	16,867,113
	b. Sundry deposits		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	2,668,311	2,668,311
	Total (a+b)	13,237,870	19,535,424
13.	INVENTORIES	As at 31 st March (Rs.)	
		2016	2015
	(As taken, valued and Certified by the Management)		
	a. Raw Materials and other Inputs	17,411,344	25,338,933
	b. Stores and Spare Parts	870,520	883,883
	c. Work-in-Progress	22,736,915	52,963,290
	d. Finished Goods	3,214,553	1,173,746
	Total (a+b+c+d)	44,233,332	80,359,852

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

Details of Work-in-Progress

PARTICULARS	As at 31 st March (Rs.)	
	2016	2015
Bulkdrugs and other intermediates	22,736,915	52,963,290
Total	22,736,915	52,963,290

Details of Finished Goods

PARTICULARS	As at 31 st March (Rs.)	
	2016	2015
Bulkdrugs and other intermediates	3,214,553	1,173,746
Total	3,214,553	1,173,746

Raw Materials, Stores and Spares are valued at lower of cost and net realizable value and costs are determined on Weighted Average Cost.

Work in progress and finished goods are valued at cost of purchase of raw materials, cost of conversion and other cost incurred in bringing the inventories to their present location and condition or net realisable value whichever is lower.

14. TRADE RECEIVABLES	As at 31 st March (Rs.)	
	2016	2015
a. Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
i. Secured, considered good	-	-
ii. Unsecured, considered good	28,075,894	458,406
iii. Unsecured considered doubtful	-	-
Total (a)	28,075,894	458,406
b. Others		
i. Secured, considered good		
ii. Unsecured, considered good	54,587,517	55,537,295
iii. Unsecured considered doubtful	-	-
Total (b)	54,587,517	55,537,295
Total (a + b)	82,663,411	55,995,701

15. CASH AND CASH EQUIVALENTS	As at 31 st March (Rs.)	
	2016	2015
a. Cash and Cash Equivalents		
I. Cash on hand	206,438	994,926
II. Balances with banks		
i. In Current Accounts	860,415	289,756
Total (a)	1,066,853	1,284,682
b. Other Bank balances *		
*Margin Money Deposits (given against LC's, FLC's and BG's)	6,226,597	5,411,051
(Term Deposit Accounts having more than three months and less than six months maturity period at the year end.)		
Total (b)	6,226,597	5,411,051
Total (a+b)	7,293,450	6,695,733

* In Cash Flow Statement, other Bank Balances are shown under investing activities.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

16.	SHORT TERM LOANS AND ADVANCES	As at 31st March (Rs.)	
		2016	2015
	a. Deposit with Government and others	53,553	53,553
	b. Advance to creditors & Others	5,305,115	2,382,161
	c. Advance to employees	250,358	133,373
	Total (a+b+c)	5,609,026	2,569,087
17.	OTHER CURRENT ASSETS	As at 31st March (Rs.)	
		2016	2015
	a. Prepaid expenses	184,933	78,245
	b. Service Tax Credit	191,767	30,806
	c. Central Excise	6,568,488	12,736,404
	d. Income Tax Refund receivable	523,251	312,396
	e. Interest accrued on deposits	98,520	63,917
	f. Insurance Claim receivable	22,213,139	-
	Total (a+b+c+d+e)	29,780,098	13,221,768
18.	CONTINGENT LIABILITIES AND COMMITMENTS:		
	a. Contingent liabilities		
	(i). Incometax case pending in Andhra Pradesh High Court: Rs.13.08 Lakhs		
	b. Commitments		
	(i). Unexpired Bank Guarantee: NIL (previous year NIL)		
19.	REVENUE FROM OPERATIONS	Year ended 31 st March (Rs.)	
		2016	2015
	a. Sales		
	Sale of products	324,621,591	330,040,743
	Sale of Scrap	2,126,974	43,821
		326,748,565	330,084,564
	Less: Excise Duty	26,896,962	25,242,567
	Total	299,851,603	304,841,997
	b. Processing charges earned	6,166,000	4,934,400
	Total (a+b)	306,017,603	309,776,397
20.	OTHER INCOME	Year ended 31 st March (Rs.)	
		2016	2015
	a. Interest - Gross	924,176	655,251
	b. Miscellaneous Income	30,154,807	64,235
	Total (a+b)	31,078,983	719,486
21.	COST OF MATERIALS CONSUMED (INCLUDING PACKING MATERIALS)	Year ended 31 st March (Rs.)	
		2016	2015
	Stock at the beginning of the year	25,338,933	7,442,061
	Add : Purchases	194,249,435	233,994,100
		219,588,368	241,436,161
	Less : Stock at the end of the year	17,411,344	25,338,933
	Total	202,177,024	216,097,228

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

22.	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	Year ended 31 st March (Rs.)	
		2016	2015
a.	Inventory at the end of the year		
i.	Work-in-progress	22,736,915	52,963,290
ii.	Finished goods	3,214,553	1,173,746
	Total (a)	25,951,468	54,137,036
b.	Inventory at the beginning of the year		
i.	Work-in-progress	52,963,290	42,265,975
ii.	Finished goods	1,173,746	731,531
	Total (b)	54,137,036	42,997,506
	(Increase)/Decrease (b-a)	28,185,568	(11,139,530)

23.	EMPLOYEE BENEFITS EXPENSES	Year ended 31 st March (Rs.)	
		2016	2015
a.	Salaries, Wages and Bonus	15,359,977	18,639,201
b.	Employer's contribution and provision for		
i.	Provident fund	760,412	726,209
ii.	Employees State Insurance	275,301	275,284
iii.	Gratuity	210,734	119,204
c.	Staff welfare expenses	591,981	565,225
	Total (a+b+c)	17,198,405	20,325,123

24.	FINANCE COSTS	Year ended 31 st March (Rs.)	
		2016	2015
a.	Interest paid to Banks	5,643,226	4,970,924
b.	Interest paid to others	2,814,337	1,399,228
c.	Bank Charges	127,589	196,162
d.	Bank processing charges	460,476	475,280
e.	Other Finance Charges	4,770,642	6,604,556
f.	Foreign Exchange Fluctuations (Net)	777,343	-178,752
	Total (a+b+c+d+e+f)	14,593,613	13,467,398

25.	DEPRECIATION AND AMORTIZATION EXPENSE	Year ended 31 st March (Rs.)	
		2016	2015
a.	Depreciation on Tangible assets (as per Note.10)	5,199,196	5,281,068
b.	Amortization of Fixed Assets whose useful life is expired	-	1,431,191
	Total (a)	5,199,196	6,712,259

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

26. OTHER EXPENSES	Year ended 31 st March (Rs.)	
	2016	2015
Consumption of stores and spare parts	5,776,669	4,392,545
Power and fuel	11,210,995	25,934,597
Repairs to Buildings	676,238	592,673
Repairs to Machinery	1,580,744	2,074,771
Repairs others	542,103	286,946
Processing Charges	32,494,445	12,343,605
Other Factory expenses	3,378,776	4,264,349
Excise duty (see note below)	226,757	52,307
Rent	405,000	240,000
Repairs to Vehicles	513,121	439,140
Insurance	400,551	917,058
Rates and taxes, excluding, taxes on income	184,510	158,330
Audit Fees (see note below)	50,000	50,000
Communication expenses	328,434	278,972
Postage, Printing & Stationery	330,776	322,769
Legal & professional charges	1,914,067	1,219,888
Travelling & conveyance expenses	1,519,479	1,053,003
Office Maintenance	317,665	419,832
Managerial Remuneration	2,700,000	2,700,000
After sales service expenses	1,958,337	4,574,967
Commission & discount	133,000	396,262
Miscellaneous Expenses	456,959	550,974
Total	67,098,626	63,262,988

Note: Excise Duty is difference of the duty liability on opening and closing stock of finished goods.

Details of payments to auditors	Year ended 31 st March (Rs.)	
	2016	2015
i. Audit fee	40,000	40,000
ii. Tax audit fee	10,000	10,000
Total	50,000	50,000

27. Earnings per equity share as calculated in accordance with Accounting Standard (AS 20)

Particulars	Year ended 31 st March (Rs.)	
	2016	2015
a. Earnings per share (EPS) (Rs.)		
Basic	0.22	0.20
Diluted	0.22	0.20
b. Net profit after tax considered for the calculations of EPS (Rs.)	1,714,649	1,612,294
c. Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	7,865,520	7,865,520
d. Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	7,865,520	7,865,520
e. Face value of each equity share (Rs.)	10.00	10.00

28. Significant Accounting Policies and Notes to Financial Statements:

28.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company's activities in its business segments have operating cycle which do not exceed 12 months. As a result, current assets comprise elements that are expected to be realised within 12 months after the reporting date and current liabilities comprise elements that are due for settlement within 12 months after the reporting date.

28.2 Use of Estimates:

The preparation of financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of such assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from the estimates and assumptions and such difference are recognised in the period in which the results are known/materialised/crystallised.

28.3 Significant Accounting Policies

a. Fixed Assets:

Fixed Assets are stated at their original cost comprising of the purchase price and any attributable cost of bringing the asset to working condition for its intended use.

b. Depreciation :

Depreciation on tangible fixed assets is provided using the straight-line method based on the useful life of the assets as per provisions prescribed in Schedule II to the Companies Act, 2013 read with Section 123 of the "Act".

c. Inventories:

- i. Raw Materials, Stores and Spares are valued at lower of cost and net realizable value and costs are determined on Weighted Average Cost.
- ii. Work in progress and finished goods are valued at cost of purchase of raw materials, cost of conversion and other cost incurred in bringing the inventories to their present location and condition or net realisable value whichever is lower.

d. Revenue Recognition:

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods have been passed to the customer, which generally coincides with their delivery to customers.

Interest is recognized on a time proportionate basis taking into account the amount outstanding at the rate applicable.

Dividend is recognized as and when the Company's right to receive payment is established by the reporting date.

NOTES FORMING PART OF FINANCIAL STATEMENTS

e. Sales:

Sales are stated including excise duty deducting sales return. The cost of free samples including duties and taxes to customers for sales promotion are recognized as a sales expenses credited to the sales account.

f. Cenvat:

Cenvat benefit is accounted by reducing from the purchase cost of raw materials and adjusted against excise duty levied by the Excise Department.

g. Excise duty:

Liability of Excise Duty on Finished goods lying in factory is included in the cost of Finished goods by making provision for the Excise duty payable.

h. Investments:

All the Investments in the Company are long term. Long term investments are carried at cost. However provision for diminution in the value is made to recognise a decline other than temporary in the value of investments.

i. Foreign Currency Transactions:

- i. Initial Recognition: Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.
- ii. Conversion: At the year end, monetary items denominated in foreign currencies other than those covered by forward contracts are converted into rupee equivalents at the year-end exchange rates.
- iii. Forward Exchange Contracts: In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expense over the period of the contract.
- iv. Exchange Differences: All exchange differences arising on settlement / conversion of foreign currency transactions are recognized in the Statement of Profit and Loss.

j. Employee Benefits

i. Short Term Employee Benefits:

All employees benefits due wholly within a year of rendering services are classified as short term benefits. These benefits like Salaries, Wages, Short term compensation absences, expected cost of bonus, exgratia are recognized as expenses on accrual basis at undiscounted amount in the Statement of Profit and Loss.

ii. Retirement Benefits:

a. Defined Contribution Plan:

Employer's contribution to Provident Fund are recognized as expenditure in the Statement of Profit and Loss, as they are incurred. There are no other obligations other than the contribution payable.

b. Defined Benefit Plan:

The Company provide Gratuity as defined benefit retirement plan and there are no other Post- Retirement benefits. The defined benefit Gratuity obligation on annual basis is determined by the actuarial valuation at the end of the year using project unit credit method and the liability is provided for. Necessary disclosures as required under AS-15 are submitted in Notes forming part of financial statements.

k. Impairment of Assets:

The Company has taken into consideration the provisions of Accounting Standard-28-Impairment of Assets. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication is there, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs, if recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

l. Borrowing costs:

Borrowing costs are charged to the Statement of Profit and Loss except in cases where the borrowings are directly attributable to the acquisition, construction or production of qualifying asset.

m. Accounting for taxes on Income:

Tax expense comprise of Current and Deferred Tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. Deferred tax is accounted for in accordance with Accounting Standard 22 -Accounting for taxes on Income. Accordingly, timing difference resulting in deferred tax liabilities are recognized.

n. Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

o. Provisions and Contingent liabilities:

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligations or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

p. Earnings per share:

Basic Earnings per share is calculated by dividing the Net Profit or Loss for the year attributable to Equity Share Holders by the Weighted Average Number of Equity Shares outstanding during the year.

For the purpose of calculating Diluted Earnings per share Net profit or loss for the year attributable to Equity Share Holders and the Weighted Average Number of Equity Shares outstanding during the year are adjusted for the effects of all dilutive potential equity share.

q. Events occurring after Balance sheet date:

Material events occurring after the Balancesheet date are taken into recognizance.

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

28.4 Employee Benefits:

The disclosure for defined benefit plan (Gratuity) as per AS-15 (Revised 2005) are given here under.

Particulars	Unfunded Year ended 31 st March (Rs.)	
	2016	2015
a. Charges and reconciliation of obligation for the year ended		
Present Value and Defined benefit obligation at beginning of year.	2,395,105	2,275,901
Current Service cost	129,509	74,248
Interest Cost	115,548	121,189
Past Service cost	-	-
Net Actuarial (gain) / loss on obligation	(34,323)	(76,233)
Present Value and Defined benefit obligation at the end of the year.	2,605,839	2,395,105
b. Charge and reconciliation in Fair value of plan assets for the year ended		
Fair Value of Plan Assets at beginning of period	-	-
Adjustments/Reconciliations	-	-
Fair Value of Plan Assets at the end of period	-	-
c. Amount recognized in Balancesheet for the year ended		
Present Value of Liability	2,605,839	2,395,105
Fair Value of Plan Assets	-	-
Net Liability	2,605,839	2,395,105
d. Expenses recognized in the Statement of Profit and Loss for the year ended		
Current Service Cost	129,509	74,248
Interest as defined benefit obligations	115,548	121,189
Expected Return on Plan Assets	-	-
Post Service Cost-Recognized	-	-
Net Actuarial (Gain) / Loss recognized for the period	(34,323)	(76,233)
Total	210,734	119,204

e. Principal actuarial assumptions

Demographic Assumptions:

- (i). Retirement age of employees of the Company are assumed at 58 years
- (ii). Mortality Rates under the Indian Assured Lives Mortality (2006-08) Mortality table(ultimate)
- (iii).Leaving Service: Rate of leaving service at specimen ages are as shown below:

Age (Years)	Rates p.a.
21-44	2%
45-57	1%

Financial Assumptions:

	2016	2015
(i).Discount Rate(p.a.)	7.75%	7.95%
(ii).Expected Rate of Return(p.a.)	Nil	Nil
(iii).Salary Escalation Rate(p.a.)	5%	5%

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

28.5 Segment Information:

The Company operates in one primary Business Segment as per AS-17. Segment information for the year ended 31st March, 2016 about Secondary Business Segments Revenue by Geographical Market:

Particulars	2015-16 (Rs. In Lakhs)	2014-15 (Rs. In Lakhs)
1. Segment Revenue		
In India	3213.25	2859.1
Outside India	54.23	440.7
Total	3267.48	3300.8

28.6 Related Party Disclosures:

a. The Company has the following related parties:

Name	Relation	Transactions during the year
i. Key Management Personnel :	1. T.G.Raghavendra, Chairman & Managing Director 2. V.J.Sarma, Executive Director 3. M. Chandra Sekhar, CFO	Yes Yes Yes
ii. Relatives to Key Management Personnel:	Smt.Jayanthi Raghu T.G (W/o Sri T.G.Raghavendra)	No

b. Transactions with related parties :

Name of the Related Party	Transaction	Year ended 31 st March (Rs.)	
		2016	2015
i. T.G.Raghavendra	Remuneration	1,500,000	1,500,000
ii. V.J.Sarma	Remuneration	1,200,000	1,200,000
iii. M. Chandra Sekhar	Salary	600,000	-
iv. Unsecured loan from T.G.Raghavendra	Unsecured Loan	17,512,110	8,025,534
v. Unsecured loan from V.J. Sarma	Unsecured Loan	1,225,405	-

c. Outstanding Payables:

Key Management Personnel	Year ended 31 st March (Rs.)	
	2016	2015
i. Remuneration to wholtime directors	819,300	214,298
li. Unsecured loan from Managing Director	12,679,063	5,060,548

29 Details of expenditure and earning in foreign currency

a. C.I.F. value of imports and expenditure in foreign currencies:

Particulars	Year ended 31 st March	
	2016 (Rs. In Lakhs)	2015 (Rs. In Lakhs)
a. C.I.F. value of imports		
- Raw materials	160.40	300.42
b. Expenditure in foreign currencies	-	-

Roopa Industries Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

b. Earnings in foreign exchange:

Particulars	Year ended 31 st March	
	2016 (Rs. In Lakhs)	2015 (Rs. In Lakhs)
FOB value of exports	54.23	440.70

c. Imported and indigenous raw material consumption:

Particulars	Year ended 31st March '2016		Year ended 31st March '2015	
	Rs.	%	Rs.	%
i. Imported	16,039,551	7.93	30,042,457	13.90
ii. Indigenous	186,137,473	92.07	186,054,771	86.10
Total (i+ii)	202,177,024	100.00	216,097,228	100.00

d. Imported and indigenous stores and spares consumption:

Particulars	Year ended 31st March '2016		Year ended 31st March '2015	
	Rs.	%	Rs.	%
i. Imported	-	-	-	-
ii. Indigenous	5,776,669	100.00	4,392,545	100.00
Total (i+ii)	5,776,669	100.00	4,392,545	100.00

30. Deferred Tax Liabilities

Opening Balance		7,215,736
Deferred Tax Liability		
Depreciation as per IT	8,418,137	
Depreciation as per P&L Statement	5,199,196	
	<u>3,218,841</u>	<u>994,622</u>
		8,210,358
Deferred Tax Asset		
Gratuity as per IT Act	NIL	
As per P&L Statement	<u>210,734</u>	<u>65,117</u>
Deferred Tax Liability as on 31st March, 2016		<u>8,145,241</u>

31 The Sales Tax deferrment liability is being accumulated in view of sanction of deferment by the Government of Andhra Pradesh and the same is shown under Long term Borrowings (Unsecured Loan) and also current maturity amount under Other Current Liabilities.

32 The Government has acquired land under Land Acquisition Act, and paid a compensation of Rs.5,84,574/- .The Company has accepted the compensation under protest as the negotiation was finalised by Price Negotiation Committee under the Chairmanship of Joint Collector, Anantapur for purchase of same land for Rs.30,02,000/- was unfair and inadequate. Hence the Company has filed a suit in against Government for payment of higher compensation. Pending disposal of the case, the Company accounted compensation as claimed by the Company in the suit and additional compensation of Rs.4,21,176/- is included as claims receivable under Long Term Loans and Advances.

33 Confirmation of balances of certain parties for amounts due to them / due from them as per the accounts of the company have not been received. However the value in the books of accounts are final, since it is indicated that our balances as per Company are deemed to be correct, if confirmation or discrepancy is not received before certain prescribed period.

34 Previous year figures have been re-classified, re-grouped and re-arranged to make them comparable with the current year's disclosures.

35 Figures shown in the accounts have been rounded off to the nearest rupee.

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**
Chartered Accountants (Regn.No.000041S)

(PULLA RAO.Y.)
PROPRIETOR
M.No. 25266

(T.G.RAGHAVENDRA)
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)
EXECUTIVE DIRECTOR

Place : Hyderabad
Date : 30-05-2016

Place: Hyderabad
Date : 30-05-2016

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Roopa Industries Limited

ROOPA INDUSTRIES LIMITED

CIN : L10100AP1985PLC005582

Registered Office : 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India Email : investors.roopa@gmail.com / investors@roopaindustries.com

Form No.MGT-10
ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING
(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Roopa Industries Limited.

I hereby record my presence at the 31st Annual General Meeting of the shareholders of Roopa Industries Limited on Friday, the 30th Day of September, 2016 at 10.00 A.M at the venue 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh.

1. Name & registered address of the sole/ first named shareholder	
2. Name (s) of the Joint Shareholder(s), if any	
3. Registered Folio No./DP ID/ Client ID	
4. Number of shares held	

Signature of Shareholder/Proxy/Representative
(Please Specify)

Subject – E-voting

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 23rd September, 2016 (end of day) being the cut-off date (i.e.record date for the purpose of Rule 20 (3)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central depository Services Limited (CDSL).

The e-voting particulars are set out below:

EVSN (e-voting Sequence Number)	User id	Password
160823048	Please refer notes about e-voting instructions in the Notice.	

The e-voting period commences from 10a.m. on 27th September, 2016 and ends on 29th September, 2016 by 5:00 p.m. the members of the Company, holding shares either in physical or demat form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically.

For instructions on e-voting, please read attached Notice of Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 30th September, 2016.

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Roopa Industries Limited

ROOPA INDUSTRIES LIMITED

CIN : L10100AP1985PLC005582

Registered Office : 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India

Email : investors.roopa@gmail.com / investors@roopaindustries.com

Form.No.11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L10100AP1985PLC005582
Name of the Company	Roopa Industries Limited
Registered Office	17/745, Alur Road, Adoni – 518301, Kurnool District, A.P.
Name of the member(s)	
Registered Address	
Email Id	
Folio No	

I/We, being the member(s) of shares of the above named company, hereby appoint

1	Name Address E-mail ID Or failing him	Signature
2	Name Address Email Id Or failing him	Signature
3	Name Address Email Id Or failing him	Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at the venue 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution	For	Against
Ordinary Business:		
1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 st March 2016 together with the reports of the Board of Directors and the Auditors thereon.		
2. To appoint a Director in place of Sri. V J Sarma (DIN 00165204), who retires by rotation and offers himself for re-appointment.		
3. Appointment of Auditors and fixing their remuneration.		
Special Business:		
4. Appointment of Sri. A. Satyanaryana Murthy as a director		
5. Appointment of Sri. O. Mohan Rao as a director		

Signed this.....day of.....2016.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

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PRINTED MATTER

If undelivered please return to

ROOPA INDUSTRIES LIMITED

3rd Floor, TGV Mansion, 6-2-1012,
Khairatabad, Hyderabad - 500 004
Telangana.