

# Roopa Industries Limited

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## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of **ROOPA INDUSTRIES LIMITED** (CIN:L10100AP1985PLC005582) will be held on Saturday, 30<sup>th</sup> September, 2017 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 31<sup>st</sup> March 2017 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, the Company hereby ratifies the appointment of M/s. S.T.Mohite & Co., Chartered Accountants, Hyderabad (Firm Registration No.011410S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration plus applicable Taxes and reimbursement of out of pocket expenses in connection with the audit, 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 modifications(s), the following resolution as an Ordinary resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Smt.S.Karunasree (DIN: 06960974), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 26<sup>th</sup> August, 2017, having submitted a declaration that she meets the criteria of Independence under Section 149 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term of 5 (Five) consecutive years up to 25<sup>th</sup> August, 2022, not liable to retire by rotation.”

By order of The Board of Directors  
Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director  
(DIN : 00186546)

Place : Hyderabad  
Date : 26<sup>th</sup> August, 2017

# Roopa Industries Limited

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## 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 No. 4
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 24.09.2017 to 30.09.2017 (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-mail addresses so far are requested to register their e-mail address for receiving all communication 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,

## Roopa Industries Limited

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the Company is pleased to provide the facility the members to exercise their right to vote by electronic means.

The e-voting period will commence at 10:00 a.m. on 27<sup>th</sup>September, 2017 and will end at 5:00 p.m. on 29<sup>th</sup>September, 2017. 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.

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
170828101	27-09-2017	29-09-2017

The e-voting facility is available at the link:

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.roopaindustries.com](http://www.roopaindustries.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 Wednesday, the 27th September, 2017 at 10:00 AM and ends on Friday the 29<sup>th</sup> September, 2017 at 5:00 PM. 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 23.09.2017, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

## 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"><li>● 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.</li><li>● 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.</li></ul>
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>

- (vi) If you are a first time user follow the steps given below:
- (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 30<sup>th</sup> June, 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## Roopa Industries Limited

### (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### EXPLANATORY STATEMENT

#### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM No.4:

Smt.S.Karunasree(DIN: 06960974) was appointed as an Additional Director w.e.f. 26<sup>th</sup>August, 2017 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 Smt. S. Karunasree 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 Smt.S.Karunasree 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 Smt.S.Karunasree 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 resolution under Item No. 4 to be passed as an ordinary resolution.

#### BRIEF PROFILES OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	V J Sarma	S.Karunasree
Date of Birth	14-08-1956	01-07-1972
Date of appointment / re-appointment	30-09-2016	26-08-2017
Qualification	Graduation	Chartered Accountant
Expertise in specific functional area	He has overall 30 years of experience in Pharma Industry.	Has over all Experience 20 years in the field of Auditing Accounting and Taxation
List of public ltd. companies in which outside directorships held	NIL	NIL
Membership/Chairman-ships of committees of other public companies (includes only audit committee and stakeholders relationship committee)	NIL	NIL

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 26<sup>th</sup> August, 2017

# Roopa Industries Limited

## DIRECTORS' REPORT

To  
The Members,

Your directors have pleasure in presenting the 32<sup>nd</sup> Directors' Report on the business and operations of your company for the financial year ended 31<sup>st</sup> March 2017.

## FINANCIAL RESULTS:

Particulars	Rupees in lacs Year ended	
	31.03.2017	31.03.2016
Sales and Other Income	3000.27	3370.97
EBIDTA	233.05	224.37
Finance Cost	137.20	145.94
Depreciation	51.19	51.99
Profit for the year	44.66	26.44
Prior period adjustments	-	-
Profit Before Tax	44.66	26.44
Provision for taxation:		
Current Tax	5.70	-
Deferred Tax	2.29	9.29
Profit after Tax	36.67	17.15
Surplus brought forward from previous year	51.70	34.55
Balance available for Appropriation	88.37	51.70
<b>APPROPRIATION:</b>		
Dividend	-	-
Tax on Dividend	-	-
Transfer to		
General Reserves	-	-
Balance c/f to		
Balance Sheet	88.37	51.70

## PERFORMANCE:

In the year 2016-17, 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 total revenue of Rs.30,00,27,306/-

The income from operations is Rs.29,94,18,862/- as against Rs.30,60,17,603/- for the corresponding previous year. The profit

before tax stood at Rs.44,66,416/- as against Rs. 26,44,154/- for the previous year. The profit after tax stood at Rs.36,67,113/- as against Rs.17,14,649/- for the corresponding period. The Basic Earnings Per Share for the year-ended 31.03.2017 is Rs.0.47 as against Rs.0.22 for the corresponding previous year ended 31.03.2016.

## DIVIDEND:

Your Directors did not recommend dividend for the financial year 2016-17.

## FIXED DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31<sup>st</sup> March 2017.

## 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.

During the year, Smt.S.Karunasree has been appointed as Non-Executive and Independent Director of the Company w.e.f. 26/08/2017.

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

## Roopa Industries Limited

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Disclosure Requirements) Regulations, 2015 forming part of this Annual Report.

### **Cessation:**

During the year, Smt.K.Suneetha, Non-executive and Independent Director, ceased to be director with effect from 1<sup>st</sup> February, 2017. 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.ChandraSekhar, CFO and Smt.D.Manoranjani, Company Secretary of the Company resigned w.e.f. 14<sup>th</sup> May, 2016 and 30<sup>th</sup> June, 2016 respectively and Sri.S.Hari Prasad & Smt.T.Hema were appointed as CFO and Company Secretary w.e.f.01<sup>st</sup> December, 2016 and 13<sup>th</sup> August, 2016 respectively.

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, 8 (Eight) 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.

### **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 AND OBSERVATIONS

### Statutory Auditors

The Auditors, M/s.S.T.Mohite & Co., Chartered Accountants were appointed as Statutory Auditors to hold office till the conclusion of AGM to be held in the year 2021. On the recommendation of the Audit Committee and pursuant to Section 139 of the Act, the Board recommended for the ratification of the Members, the appointment of M/s.S.T.Mohite & Co. from the conclusion of the ensuing AGM till the conclusion of the next AGM.

Accordingly, requisite resolution form 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 2016-17. The Report of the Secretarial Auditor for Financial Year 2016-17 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.

### Qualification and Remarks

The auditors' report contain qualifications with respect to Statutory dues and delay in Bank Loan repayment. The Management is in the process of regularising the same.

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



## Roopa Industries Limited

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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 31<sup>st</sup> March, 2017.

### RISK MANAGEMENT

The Board of the Company has framed apolicy to implement and monitor the risk management plan for the Company and ensuring its effectiveness. The Board 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

## Roopa Industries Limited

undesired behaviour. During the financial year 2016-17, 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:

- 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	7.73
V J Sarma	3.09

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year: CMD - 100% ; Others - Nil**
- c. **There is percentage increase in the median remuneration of employees in the financial year: 26%**
- d. **The number of permanent employees on the rolls of Company: 53**
- e. **The explanation on the relationship between average increase in remuneration and Company performance:** To meet industry standards in payment of remuneration to employees and to retain employees. Further the, increment in the remuneration of employees was not made in the previous years.
- g. **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	As at 31-03-2017	As at 31-03-2016
Closing rate of share at BSE	12.72	7.40
EPS	0.47	0.22
Market Capitalization (₹ lakhs)	1000.49	582.05

- h. **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 31<sup>st</sup> March, 2017, the Market quotation for the Company's Equity shares at BSE Limited is Rs.12.72/-.

- i. **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:** The role and responsibilities of managerial personnel necessitates percentage increase in the managerial remuneration more than that of employees.
- j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

## Roopa Industries Limited

Name of person	Remuneration (Rs.in Lakhs)	Total Revenue (Rs.in Lakhs)	Remuneration as a % of total revenue
T G Raghavendra	22.50	2994.19	0.75
V J Sarma	12.00	2994.19	0.40
S.Hari Prasad	2.00	2994.19	0.07
T.Hema	1.05	2994.19	0.04

- k. **The key parameters for any variable component of remuneration availed by the directors:**  
NIL
- l. **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.
- m. **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 : 26<sup>th</sup>August, 2017

**ANNEXURES TO THE DIRECTORS' REPORT****ANNEXURE I – SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

[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, 2017 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, 2017 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;
  - (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;

## Roopa Industries Limited

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- (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 issued 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 decisions 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)  
Proprietor  
ACS: 24479  
CP: 8842

Place: Hyderabad  
Date : 26<sup>th</sup>August, 2017

Note: This report is to be read with letter of even date which is annexed as "ANNEXURE A" and forms an integral part of the 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 : 26<sup>th</sup> August, 2017

## EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2017

[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 &amp; OTHER DETAILS :

CIN	L10100AP1985PLC005582
Registration Date	17.06.1985
Name of the Company	<b>Roopa Industries Limited</b>
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. Aarathi 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 Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2016)				No. of Shares held at the end of the year (as on 31.03.2017)			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
<b>A. PROMOTERS</b>								
<b>(1) Indian</b>								
a) Individual / HUF	8,64,047	0	8,64,047	10.99	8,64,047	0	8,64,047	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	29,13,617	0	29,13,617	37.04	29,13,617	0	29,13,617	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
<b>Sub-Total (A)(1):</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>
<b>(2) Foreign</b>	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
<b>Sub-Total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoters</b>								
<b>(A) = (A)(1)+(A)(2)</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>

## Roopa Industries Limited

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2016)				No. of Shares held at the end of the year (as on 31.03.2017)			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
<b>B. PUBLIC SHAREHOLDING</b>								
<b>(1) Institutions</b>								
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	20,000	20,000	0.25	0	20,000	20,000	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
<b>Sub-Total (B)(1):</b>	<b>0</b>	<b>20,000</b>	<b>20,000</b>	<b>0.25</b>	<b>0</b>	<b>20,000</b>	<b>20,000</b>	<b>0.25</b>
<b>(2) Non-Institutions</b>								
a) Bodies Corporate	51,705	1,87,000	2,38,705	3.03	42,789	1,87,000	2,29,789	2.92
b) Individuals								
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	10,48,792	6,30,445	16,79,239	21.35	9,97,689	6,22,345	16,20,034	20.60
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	12,25,354	1,45,450	13,70,804	17.43	14,84,603	0	14,84,603	18.87
c) Others								
i) Non Resident Indians	1,08,610	6,22,600	7,31,210	9.30	1,07,820	6,11,600	7,19,420	9.14
Clearing Members	47,900	0	47,900	0.61	14,010	0	14,010	0.18
Trusts	0	0	0	0.00	0	0	0	0
Qualified Foreign Investor	0	0	0	0.00	0	0	0	0
<b>Sub-Total B(2) :</b>	<b>24,82,361</b>	<b>15,85,495</b>	<b>40,67,856</b>	<b>51.72</b>	<b>26,46,911</b>	<b>14,20,945</b>	<b>40,67,856</b>	<b>51.72</b>
<b>Total B=B(1)+B(2):</b>	<b>24,82,361</b>	<b>16,05,495</b>	<b>40,87,856</b>	<b>51.97</b>	<b>26,46,911</b>	<b>14,40,945</b>	<b>40,87,856</b>	<b>51.97</b>
<b>C. Shares held by Custodians, against which</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A+B+C) :</b>	<b>62,60,025</b>	<b>16,05,495</b>	<b>78,65,520</b>	<b>100.00</b>	<b>64,24,575</b>	<b>14,40,945</b>	<b>78,65,520</b>	<b>100.00</b>

### 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	14,87,682	18.91	-	14,87,682	18.91	-	-
2	SreeRayalaseema Hi Strength Hypo Ltd	13,72,455	17.45	-	13,72,455	17.45	-	-
3	TG Raghavendra	6,55,729	8.34	-	6,55,729	8.34	-	-
4	Jayanthi Raghun Tumbalam Gooty	2,08,318	2.65	-	2,08,318	2.65	-	-
5	TGV Projects and Investments Pvt Ltd	53,480	0.68	-	53,480	0.68	-	-
	<b>Total</b>	<b>37,77,664</b>	<b>48.03</b>	<b>-</b>	<b>37,77,664</b>	<b>48.03</b>	<b>-</b>	<b>-</b>



## 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	37,77,664	48.03	37,77,664	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	37,77,664	48.03	37,77,664	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	3,65,290	4.64	0	0
2	Sathya S	2,81,288	3.58	0	0
3	B.Hulthenna	1,18,345	1.50	1,18,345	1.50
4	Savitha S	1,10,054	1.40	0	0
5	Southern India Dep. Services P Ltd.	60,500	0.77	60,500	0.77
6	UshaNath	57,128	0.73	97,928	1.25
7	Angel Fincap Private Limited	44,500	0.57	0	0
8	HimanshuChoksi	42,400	0.54	42,400	0.54
9	Kanchana S Mohite	40,800	0.52	0	0
10	Voma Shiva Kumar	30,000	0.38	30,000	0.38
11	Subramanian P	0	0	7,56,632	9.62
12	RatnaSrinivasThondepu	0	0	44,500	0.57
13	SadanandamChitrala	27,519	0.35	27,514	0.35
14	PrabhudasLilladher Pvt Ltd	25,600	0.33	25,600	0.33
15	L Nageswaramma	22,400	0.28	22,400	0.28

### 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	Decrease	No. of shares	% of total shares of company
1	T G Raghavendra	6,55,729	8.34	-	-	6,55,729	8.34
2	V J Sarma	-	-	-	-	-	-
3	K Suneetha	-	-	-	-	NA	NA
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	Decrease	No. of shares	% of total shares of company
1	S.Hari Prasad, CFO	-	-	-	-	-	-
2	T.Hema, 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	373.86	468.09	-	841.95
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>373.86</b>	<b>468.09</b>	<b>-</b>	<b>841.95</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	3759.64	913.22	-	4672.86
Reduction	3715.17	824.86	-	4540.03
<b>Net Change</b>	<b>44.47</b>	<b>88.36</b>	<b>-</b>	<b>132.83</b>
<b>Indebtedness at the end of the financial year</b>				
iii. Principal Amount	418.33	556.45	-	974.78
iv. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>418.33</b>	<b>556.45</b>	<b>-</b>	<b>974.78</b>

### 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 CMD	V.J. Sarma Executive Director	Total Amount
1	Gross Salary	22.50	12.00	34.50
	(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	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Options	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission- as % of profit- others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total (A)</b>	<b>22.50</b>	<b>12.00</b>	<b>34.50</b>

### B. Remuneration to other Directors:

1. Independent Directors:

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

\*resigned as director

## Roopa Industries Limited

### 2. Other Non-Executive Directors:

Particulars of remuneration	Director	Total Amount
-Fee for attending Board/CommitteeMeetings	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	-	2.00	1.05	<b>3.05</b>
	(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	-	-		
	<b>Total (C)</b>	-	2.00	1.05	<b>3.05</b>

### 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)
<b>A. COMPANY</b> Penalty Punishment Compounding			None		
<b>B. DIRECTORS</b> Penalty Punishment Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b> Penalty Punishment Compounding			None		

### 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 31<sup>st</sup> March, 2017

#### 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:
  - The management takes effective steps to ensure minimal consumption of energy.
- 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 no 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, 2017	Year ended March 31, 2016
Foreign Exchange Earning	1.37 Lakhs	54.23 Lakhs
Foreign Exchange Outgo	12.83 Lakhs	160.40 Lakhs

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 26<sup>th</sup> August, 2017

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**MANAGEMENT DISCUSSION AND ANALYSIS**

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**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 incidents of Chronic diseases.

**Demand outlook:****The key drivers of growth include:**

- Rising healthcare awareness leading to an increase in spending on medicines
- Changing life-styles leading to growing incidence of chronic ailments
- 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.
- 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.32.82 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

## Roopa Industries Limited

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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 31.03.2017 stand at Rs.132,42,292/- as compared to Rs. 95,75,179/- in the previous year.

##### **Fixed Assets:**

During the year, the Company has added Fixed Assets amounting to Rs.38,90,195/- making the gross fixed assets as on 31.03.2017 to Rs. 12,20,17,066/-.

##### **Inventories:**

Inventories, as on 31<sup>st</sup> March, 2017, is Rs. 7,10,84,504/- as against Rs. 4,42,33,332/- in the previous year.

##### **Trade Receivables:**

Trade Receivables increased to Rs. 12,02,17,523/- as on 31<sup>st</sup> March, 2017 as against Rs. 8,27,32,592/- 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.70,91,063/- as against Rs. 72,93,450/- in the previous year which include amounts deposited with banks as Security.

##### **Loans and Advances:**

Long Term Loans and Advances decreased to Rs.35,64,487/- as against Rs. 1,32,37,870/- in the previous year. Short Long Term Loans and Advances increased to Rs.94,37,653/- as against Rs. 55,39,845/- in the previous year.

##### **Current Liabilities:**

Current liabilities for the F.Y. 2016-17 is Rs.11,37,29,805/- as against Rs. 10,46,22,294/- in the previous year.

#### **B. OPERATIONAL RESULTS:**

##### **Turnover:**

During the year 2016-2017, the turnover of the Company was Rs.32,81,66,260/- as compared to Rs. 32,46,21,591/- in the previous year.

The Income from other sources as on 31<sup>st</sup> March, 2017 was Rs.6,08,444/- as compared to Rs. 3,10,78,983/- in the previous year

## Roopa Industries Limited

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### **Depreciation:**

The Company has provided a sum of Rs.51,18,680/- towards depreciation for the year as against Rs. 51,99,196/- in the previous year.

### **Provision for Tax:**

The Company has provided a sum of Rs.5,70,080/- towards Income Tax provision for the current year.

### **Net Profit:**

The Net Profit of the Company after tax is Rs.36,67,113/- as against Rs. 17,14,649/- 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 2017 the company has a total strength on 53 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 : 26<sup>th</sup> August, 2017

## 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 31<sup>st</sup> March 2017, 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 two 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..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 Eight times during the year on 30/05/2016; 30/06/2016; 13/08/2016; 30/08/2016; 14/11/2016; 01/12/2016; 01/02/2017 and 14/02/2017. 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 31.03.2017 has been set out here below:



## Roopa Industries Limited

Sl. No.	Name of Director	Meetings attended	Attendance at last AGM on 30.09.2016
1.	Sri.T.G.Raghavendra	8	Yes
2.	Sri.V.J.Sarma	8	Yes
3.	Smt.K.Suneetha*	7	Yes
4.	Sri..A.Satyanarayana Murthy	8	Yes
5.	Sri.O.Mohan Rao	8	Yes

\*resigned as director 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.

## Roopa Industries Limited

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- 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 30.05.2016, 13.08.2016, 14.11.2016 and 14.02.2017. 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 2016-2017
Smt.K.Suneetha*	Independent	Chairman	3
Sri..A.Satyanarayana Murthy	Independent	Member	4
Sri..O.Mohan Rao	Independent	Member	4
Sri V J Sarma	Executive	Member	1

\* Due to resignation of the director Committee has been re constituted.

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 Non-Executive Independent Directors and one Executive Director.

### 3.2.NOMINATION& REMUNERATION COMMITTEE:

#### (i) Brief description of terms of reference:

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

## Roopa Industries Limited

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- 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 two times during the year. 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 2016-17
Sri.A.Satyanarayana Murthy	Independent	Chairman	2
Sri.O.Mohan Rao	Independent	Member	2
Smt.K.Suneetha*	Independent	Member	2
Sri.T G Raghavendra	Chairman & Managing Director	Member	2

\*resigned during the year.

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

### (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 2016-17 are as follows:

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

## Roopa Industries Limited

### (iii) Details of Remuneration to Executive Directors:

(Rs.in Lakhs)

Name of Director	Salary
Sri.T.G.Raghavendra	22.50
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:

The Stakeholders Relationship Committee constituted by the Board of Directors interalia approves transfer of shares and redresses shareholders grievances.

#### (ii) Composition:

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

(iii) The Stakeholder Committee met 4 times during the financial year under review on 30-05-2016, 13-08-2016, 14-11-2016 and 14-02-2017. 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. O. Mohan Rao	4
2	Sri.T.G.Raghavendra	4
3	Sri. V.J. Sarma	4

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 31.03.2017.

## Roopa Industries Limited

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### 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
2015-16	17/745, Alur Road, Adoni	30.09.2016	10:00 A.M.
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.

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

**2013-14:** i) 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.

- ii) To authorize the Board to sell, Lease or dispose of 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.

**2015-16 :** Nil

There were no occasions to pass Special Resolutions through postal ballot on any of the matters specified under provisions of SEBI (LODR) Regulations, 2015 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, and 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 behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who

## Roopa Industries Limited

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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 SEBI(LODR) Regulations, 2015 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](http://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/ CFO Certification**

In line with the requirements of Regulation 17 of the Listing Regulations, Sri.T.G.Raghavendra, chairman & Managing Director, Sri.S.Hari Prasad, CFO 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, 2017 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 <sup>th</sup> September, 2017 Time : 10.00 A.M. (Saturday) Venue: 17/745, Alur Road, Adoni – 518 301,Kurnool Dist, A.P.
Financial Calendar	1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017.
Date of Book Closure	24.09.2017 to 30.09.2017(both days inclusive)
Listing on Stock Exchanges	BSE Ltd
Stock Code	530991
ISIN Number for NSDL & CDSL	INE443C01010

### iii) Registrar and Transfer Agents

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

M/s. Aarhi Consultants Pvt Ltd.,

Regd. Office: 1-2-285, Domalguda,

Hyderabad – 500029.

Phone Nos : 040-27638111, 27634445, 27642217, 66611921

Fax: 040-27632184,

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

### iv) 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.

### v) 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.

### vi) Distribution of shareholding Pattern as on 31<sup>st</sup> March, 2017.

Category	No. of Shares	% of Shares
NSDL	54,51,983	69.31%
CDSL	8,27,142	10.52%
Physical	15,86,395	20.17%

### vii) Shareholding Pattern as on 31<sup>st</sup> March, 2017:

Category	No. of Shares	% of Shares
Promoters	37,77,664	48.03
Foreign Institutional Investors	20,000	0.25
Bodies Corporate	2,29,789	2.93
Individuals	31,04,637	39.47
NRI	7,19,420	9.14
Clearing Membrs	14,010	0.18
<b>Total</b>	<b>78,65,520</b>	<b>100.00</b>

### viii) 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.

### ix) Outstanding ADRs / GDRs / Warrants or any : Nil

## Roopa Industries Limited

### x) Listing on Stock Exchanges

The equity shares of the Company are listed on BSE. The annual listing fee for the year 2017-18 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 2017-18 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on receipt of the invoices.

### xi) 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 2016-17.

Month	BSE Limited	
	High (in Rs.)	Low (in Rs.)
April, 2016	7.40	6.68
May, 2016	8.10	6.94
June, 2016	8.15	7.40
July, 2016	8.49	7.68
August, 2016	10.73	7.74
September, 2016	11.54	9.30
October, 2016	14.30	10.60
November, 2016	14.20	9.50
December, 2016	12.25	9.51
January, 2017	15.17	10.65
February, 2017	15.00	12.82
March, 2017	13.60	11.00

### xii) Shareholding pattern

The below mentioned table gives the distribution schedule of equity shares of the Company for the year ending 31<sup>st</sup> March, 2017.

Sl. No.	Category	No. of shareholders	%	No. of shares	%
1.	1 – 5000	1,974	67.49	4,86,586	6.19
2	5001 – 10000	429	14.67	3,80,042	4.83
3	10001 – 20000	152	5.20	2,42,128	3.08
4	20001 – 30000	189	6.46	4,83,876	6.15
5	30001 – 40000	19	0.65	68,098	0.87
6	40001 – 50000	63	2.15	3,10,879	3.95
7	50001 – 100000	52	1.78	4,30,144	5.47
8	100001 & above	47	1.61	54,63,767	69.46
	<b>TOTAL</b>	<b>2,925</b>	<b>100.00</b>	<b>78,65,520</b>	<b>100.00</b>

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**.



## Roopa Industries Limited

### 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. Aarhi Consultants Pvt.Ltd Regd.Office:1-2-285Domalguda, Hyderabad - 500 029. Phone No's : 040-27638111, 27634445, 27642217, 66611921 Fax: 040-27632184, Email: info@aarhiconsultants.com, Website: www.aarhiconsultants.com
2.	Shareholders general correspondence/ Queries on Annual Report.	<b>Roopa Industries Limited</b> 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

### 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 <sup>th</sup> 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 <sup>th</sup> 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  
Sanga Reddy Dist, Telangana, India.

**13. Address for Correspondence:**

1. RoopaIndustries 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,  
Sanga Reddy Dist, Telangana, India.

## **Roopa Industries Limited**

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### **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](http://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 that they have complied with the code of conduct applicable to them during the year ended 31<sup>st</sup> March 2017.

By order of The Board of Directors

**Sd/-**

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 26<sup>th</sup> August, 2017

# Roopa Industries Limited

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## Chief Executive Officer and Chief Financial 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 2016-17 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.

**(T.G. Raghavendra)**

Chairman & Managing Director  
(DIN-00186546)

Place : Hyderabad

Date : 26<sup>th</sup> August, 2017

**(S. Hari Prasad)**

Chief Financial Officer

## **Roopa Industries Limited**

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### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
**Roopa Industries Limited**

We have examined the compliance of conditions of Corporate Governance by Roopa Industries Limited, for the year ended 31<sup>st</sup> March, 2017 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 Clause. 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 S.T.Mohite & Co.**  
Chartered Accountants  
(Regn.No.011410S)

**M.T.Sreenivasa Rao**  
Proprietor  
M.No. 015635

Place: Hyderabad  
Date : 26th August, 2017

## INDEPENDENT AUDITORS' REPORT

To the Members of  
**ROOPA INDUSTRIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Roopa Industries limited (the Company), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information for the year then ended.

### **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 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 prescribed under section 133 of the Act, as applicable.

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 judgements 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 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 and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements 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 financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the afore said 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 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

# Roopa Industries Limited

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## Report on Other Legal and Regulatory Requirements

1. 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 purposes 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 financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 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 A.
  - 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) There are no pending litigations which would impact the financial position of the company;
    - (ii) The Company has no foreseeable losses on long-term contracts and has no derivative contracts outstanding as at 31<sup>st</sup> March, 2017;
    - (iii) The company has no dues required to be transferred to the Investor Education and Protection Fund;
    - (iv) The Company has provided requisite disclosures in the financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 15 to the financial statements.
2. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For S T Mohite & Co.,**  
Chartered Accountants  
(FRN.011410S)

**(M.T.Sreenivasa Rao)**  
Proprietor  
(M. No. 015635)

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2017

## ANNEXURE-A TO THE INDEPENDENT AUDIT REPORT

### **Annexure A To The Independent Auditor's Report Of Even Date On The Financial Statements of Roopa Industries Limited**

(Referred to in paragraph (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**

We have audited the internal financial controls over financial reporting of Roopa Industries Limited ("the Company") as of March 31<sup>st</sup>, 2017 in conjunction with our audit of the 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 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 safe guarding 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 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, to the best of our information and according to the explanations given to us, 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<sup>st</sup>, 2017, 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 S T Mohite & Co.,**  
Chartered Accountants  
(FRN.011410S)

**(M.T.Sreenivasa Rao)**  
Proprietor  
(M. No. 015635)

Place : Hyderabad  
Date : 30<sup>th</sup>May, 2017



## Roopa Industries Limited

### “Annexure B” to the Independent Auditors’ Report

(referred to in Paragraph 1 of the section on “Report on other legal and regulatory requirements” of our Report of even date)

Sl. No.	Ref.to CARO	Report by Independent Auditors
1	3(i)	<b>Fixed Assets</b>
	3(i)(a)	The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
	3(i)(b)	As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
	3(i)(c)	According to the information and explanations given to us and the records examined by us and based on the examination of sale deeds, conveyance deeds, encumbrance certificates verified by us, we report that, the title deeds comprising all the immovable properties of lands and buildings which are free hold, are in the name of the company as at date of the balance sheet.
2	3(ii)	<b>Inventories.</b>
		As explained to us, the inventories has been physically verified during the year by the management at regular intervals .In our opinion, the frequency of such verification is reasonable.
3	3(iii)	<b>Loans to parties covered by Sec.189 of the Companies Act,2013 (“The Act)</b>
	3(iii) (a)	According to the information and explanation given to us, the company has, during the year, not granted any loans, secured or unsecured to companies, firms, limited liability partnerships firms or other parties covered in the register required to be maintained U/ s 189 of the Act. Accordingly paragraph 3(iii) of the Order is not applicable to the company.
	3(iii) (b)	
	3(iii) (c)	
4	3(iv)	<b>Loans ,guarantees,securities to and investments in other companies</b>
		In our opinion and according to the information and explanation given to us, the company has no transactions for compliance u/s 185 and complied with the provisions of Sec. 186 of the Act with respective investments and guarantees.
5	3(v)	<b>Acceptance of deposits</b>
		The company has not accepted any deposits and hence paragraph 3(5) of the order is not applicable to the company.
6	3(vi)	<b>Maintenance of cost records</b>
		The maintenance of cost records as specified by the Central Government Under Section 148(1) of the Companies Act, 2013(“The Act”) is applicable to the company for the Financial Year ending 31.03.2017. We have broadly verified the cost records maintained by the company under Section 148(1) of the Act and we are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We are , however, not required to and not carried out any a detailed examination of such accounts and records with a view to determining whether they are or complete or accurate.
7	3(vii)	<b>Statutory Dues</b>
	3(vii)(a)	According to the records examined by us, the company is depositing with appropriate authorities undisputed statutory dues with delays including Provident fund, Employee state insurance, Sales tax, Service tax, Customs duty, Excise duty, Value added tax, cess and other statutory dues where ever applicable. According to the information and explanation given to us no undisputed arrears of statutory dues, were outstanding except to the extent of Rs. 45.56 Lakhs in respect of Provident Fund, VAT dues and Advance tax as on the last date of the financial year for a period of more than six months from the date they became payable.
	3(vii) (a)	According to the information and explanation given to us there are no material dues of statutory dues of Income tax, sales tax, Service tax, Customs duty, Excise duty, Value added tax, cess and other dues that have not been deposited on account of any dispute except the following dues of income tax have not been deposited by the company on account of pending disputes as detailed here under.

## Roopa Industries Limited

Sl. No.	Ref. to CARO	Report by Independent Auditors					
		Sl No.	Name of the Statute	Nature of Dues	Total Amount (Rs.)	Period to which the amt. relates	Forum where dispute is pending
		1	The Income Tax Act, 1961	Disallowance of Depreciation	13.08 Lakhs	1996	Appeal filed by the department and pending before Andhra Pradesh High Court.
8	3(viii)	<b>Defaults in repayments to Financial Institutions/Banks/Debenture holders</b>					
		The company has borrowed Term loans and working capital loans from banks and has not issued any debentures. According to the information and explanation given to us and based on our verification, the company, in our opinion, has not defaulted but there have been delays in the payment/ repayments of loans or borrowings to the banks.					
9	3(ix)	<b>Initial public offer/further offer</b>					
		In our opinion and according to the information and explanation given to us, the company has not made any initial public offer or further public offer of securities (including debt instruments) and the term loans have been applied by the company during the year for the purposes for which they are raised.					
10	3(x)	<b>Frauds by or on the company</b>					
		Based upon the audit procedures performed and to the best of our knowledge and according to the information and explanation given to us by the management, we report that no fraud by the company and no material fraud on the company by its officers or employees has been noticed are reported during the course of our audit.					
11	3(xi)	<b>Managerial Remuneration</b>					
		The company has paid/provided managerial remuneration to its whole time directors during the year and in our opinion and according to the information and explanation given to us such managerial remuneration is according with the provisions of section 197 of the Act read with Schedule V to the Act.					
12	3(xii)	<b>Nidhi company</b>					
		In our opinion and according to the information and explanation given to us, the company is not a nidhi company and hence paragraph 3(xii) of the order is not applicable to the company.					
13	3(xiii)	<b>Transactions with Related parties</b>					
		As explained to us and as per records of the company, in our opinion, the transactions with related parties are in compliance with provisions of section 177 and section 188 of the Act and the details have been disclosed in the financial statements as required by the applicable accounting standards.					
14	3(xiv)	<b>Preferential allotment u/s 62 or private placement u/s 42 of the Act</b>					
		According to the records of the company it has not made any preferential allotment of securities U/s 62 during the year. The Company has not made private placement of shares or fully/partly convertible debentures U/s. 42 of the Act during the year under report for such Private Placement.					
15	3(xv)	<b>Non-cash transactions with directors u/s 192 of the Act</b>					
		According to the records of the company, the company has not entered during the year in to any non cash transactions with directors or directors of its subsidiaries or persons connected with him and hence provisions of Sec 192 of the Act and paragraph 3(xv) of the Order is not applicable to the company.					
16	3(xvi)	<b>Registration u/s 45-1A of Reserve Bank of India Act, 1934</b>					
		The company is not required to be registered under section 45-1A of the Reserve bank of India Act, 1934 and hence paragraph 3(xvi) of the order is not applicable to the company.					

**For S T Mohite & Co.,**  
Chartered Accountants  
(FRN.011410S)

**(M.T.Sreenivasa Rao)**  
Proprietor  
(M. No. 015635)

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2017

# Roopa Industries Limited

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017

Particulars	Note No.	As at 31.03.2017 (In Rs.)	As at 31.03.2016 (In Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	1	7,86,55,200	7,86,55,200
(b) Reserves and surplus	2	1,32,42,292	95,75,179
(c) Money received against warrants		-	-
		<u>9,18,97,492</u>	<u>8,82,30,379</u>
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	7,03,27,104	4,90,31,192
(b) Deferred tax liabilities (Net)	4	83,74,464	81,45,241
(c) Other Long term liabilities		-	-
(d) Long-term provisions	5	25,04,820	26,05,839
		<u>8,12,06,388</u>	<u>5,97,82,272</u>
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	6	3,49,05,195	2,82,55,629
(b) Trade payables	7		
i) Total outstanding dues of micro and small enterprises		-	-
ii) Total outstanding dues of creditors other than micro and small enterprises		6,21,07,629	6,31,64,451
(c) Other current liabilities	8	1,67,16,981	1,32,02,214
(d) Short-term provisions	9	-	-
		<u>11,37,29,805</u>	<u>10,46,22,294</u>
<b>TOTAL</b>		<u><b>28,68,33,685</b></u>	<u><b>25,26,34,945</b></u>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	6,76,15,760	6,91,40,856
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress	10	2,96,610	2,40,000
(iv) Intangible assets under development		-	-
(b) Non-current investments	11	4,36,902	4,36,902
(c) Deferred tax assets (Net)		-	-
(d) Long-term loans and advances	12	35,64,487	1,32,37,870
(e) Other Non-current assets		-	-
		<u>7,19,13,759</u>	<u>8,30,55,628</u>
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories	13	7,10,84,504	4,42,33,332
(c) Trade receivables	14	12,02,17,523	8,27,32,592
(d) Cash and Cash Equivalents	15	70,91,063	72,93,450
(e) Short-term loans and advances	16	94,37,653	55,39,845
(f) Other current assets	17	70,89,183	2,97,80,098
		<u>21,49,19,926</u>	<u>16,95,79,317</u>
<b>TOTAL</b>		<u><b>28,68,33,685</b></u>	<u><b>25,26,34,945</b></u>
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 **S.T.Mohite & Co.**

Chartered Accountants (Regn.No.011410S)

**M.T.Sreenivasa Rao**  
PROPRIETOR  
M.No. 015635

**(T.G.RAGHAVENDRA)**  
CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**  
EXECUTIVE DIRECTOR

Place : Hyderabad  
Date : 30-05-2017

Place: Hyderabad  
Date : 30-05-2017

# Roopa Industries Limited

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

Particulars	Note No.	Year ended	Year ended
		31.03.2017 (In Rs.)	31.03.2016 (In Rs.)
I. Revenue from Operations (Gross)	19	<b>32,81,83,439</b>	33,29,14,565
Less: Excise duty		<b>2,87,64,577</b>	2,68,96,962
Revenue from Operations (Net)		<b>29,94,18,862</b>	30,60,17,603
II. Other income	20	<b>6,08,444</b>	3,10,78,983
<b>III. Total revenue</b>		<b>30,00,27,306</b>	33,70,96,586
<b>IV. Expenses</b>			
Cost of materials consumed	21	<b>18,65,78,204</b>	20,21,77,024
Purchase of stock-in-trade		-	-
Changes in inventories of Finished goods, Work-in-Progress and Stock-in-trade	22	<b>(93,135)</b>	2,81,85,568
Employee benefits expense	23	<b>2,25,85,160</b>	1,71,98,405
Finance costs	24	<b>1,37,19,727</b>	1,45,93,613
Depreciation and amortization expense	25	<b>51,18,680</b>	51,99,196
Other expenses	26	<b>6,76,52,254</b>	6,70,98,626
<b>Total Expenses</b>		<b>29,55,60,890</b>	33,44,52,432
V. Profit Before exceptional and extraordinary items and tax (III - IV)		<b>44,66,416</b>	26,44,154
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		<b>44,66,416</b>	26,44,154
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>44,66,416</b>	26,44,154
X. Tax expense:			
(1) Current Tax		<b>5,70,080</b>	-
(2)Deferred Tax Liability		<b>2,29,223</b>	9,29,505
XI. Profit/(Loss) for the period from continuing operations (IX - X)		<b>36,67,113</b>	17,14,649
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>		<b>36,67,113</b>	17,14,649
XVI. Earnings per equity share:	27		
(1)Basic		<b>0.47</b>	0.22
(2)Diluted		<b>0.47</b>	0.22
(3)Face value per share		<b>10.00</b>	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 **S.T.Mohite & Co.**

Chartered Accountants (Regn.No.011410S)

**M.T.Sreenivasa Rao**  
PROPRIETOR  
M.No. 015635

**(T.G.RAGHAVENDRA)**  
CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**  
EXECUTIVE DIRECTOR

Place : Hyderabad  
Date : 30-05-2017

Place: Hyderabad  
Date : 30-05-2017

# Roopa Industries Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

Particulars	(In Rs.) 2016-17	(In Rs.) 2015-16
<b>A CASH FLOW FROM OPERATIONS</b>		
Net profit Before Tax and Extra-Ordinary items	44,66,416	26,44,154
Adjustment for		
Depreciation	51,18,680	51,99,196
Depreciation (Exceptional Item)	-	-
Interest paid	1,37,19,727	1,45,93,613
Interest received	(5,34,054)	(9,24,176)
Dividend received	-	-
Operating Profit before Working Capital Changes	2,27,70,769	2,15,12,787
Adjustment for		
Trade and Other Receivables	(1,47,94,016)	(4,32,26,040)
Inventories	(2,68,51,172)	3,61,26,520
Trade Payables and Others	23,56,926	(16,90,130)
Cash Generated from Operations	(1,65,17,493)	1,27,23,137
Direct Taxes	(5,70,080)	-
NET CASH FLOW (USED IN)/ FROM OPERATING ACTIVITIES	(1,70,87,573)	1,27,23,137
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(36,50,194)	18,17,038
Margin Money Depsoit with Bank	(4,66,979)	(8,15,546)
Sale of Fixed Assets	-	-
Interest Received	5,34,054	9,24,176
Dividend Received	-	-
NET CASH FLOW (USED IN)/ FROM INVESTING ACTIVITIES	(35,83,119)	19,25,668
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Share Capital and Warrants	-	-
Proceeds from Share Premium	-	-
Proceeds from Borrowings	2,79,45,478	(35,30,636)
Proceeds from loans and advances	57,75,575	32,57,615
Interest paid	(1,37,19,727)	(1,45,93,613)
NET CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES	2,00,01,326	(1,48,66,634)
<b>D. NET INCREASE/(DECREASE) IN CASH AND CASHEQUIVALENT(A+B+C)</b>	(6,69,366)	(2,17,829)
Cash and Cash Equivalents as at the commencement of the year	10,66,853	12,84,682
Cash and Cash Equivalents as at the close of the year	3,97,487	10,66,853

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 31-03-2017..

As per our report of even date annexed

for and on behalf of the Board

for **S.T.Mohite & Co.**

Chartered Accountants (Regn.No.011410S)

**M.T.Sreenivasa Rao**  
PROPRIETOR  
M.No. 015635

**(T.G.RAGHAVENDRA)**  
CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**  
EXECUTIVE DIRECTOR

Place : Hyderabad  
Date : 30-05-2017

Place: Hyderabad  
Date : 30-05-2017

# Roopa Industries Limited

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.

SHARE CAPITAL	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
<b>Authorised Share Capital</b> 90,00,000 (Previous year 90,00,000) Equity Shares of Rs. 10/- each	<b>9,00,00,000</b>	9,00,00,000
<b>Total</b>	<b>9,00,00,000</b>	9,00,00,000
<b>Issued, Subscribed and Paid up Share Capital</b> 78,65,520 (Previous year 78,65,520) Equity Shares of Rs. 10/- each	<b>7,86,55,200</b>	7,86,55,200
<b>Total</b>	<b>7,86,55,200</b>	7,86,55,200

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

Particulars	Year ended 31 <sup>st</sup> March, 2017		Year ended 31 <sup>st</sup> March, 2016	
	Number	Rs.	Number	Rs.
Equity shares at the beginning of the year	78,65,520	7,86,55,200	78,65,520	7,86,55,200
Add: Shares issued during the year	—	—	—	—
Equity shares at the end of the year	78,65,520	7,86,55,200	78,65,520	7,86,55,200

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 after distribution of all preferential payments. 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 <sup>st</sup> March, 2017		Year ended 31 <sup>st</sup> March, 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Star Niochem Private Limited	14,87,682	18.91	14,87,682	18.91
2	SRHHL Industries Ltd	13,72,455	17.45	13,72,455	17.45
3	T.G.Raghavendra	6,55,729	8.34	6,55,729	8.34
4.	P. Subramanian	7,56,632	9.62	-	-
		42,72,498	54.32	35,15,866	44.70

2.

RESERVES AND SURPLUS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
<b>a. Securities Premium Reserve</b>		
Opening Balance as per last Balance sheet	16,60,296	16,60,296
Add: Movement during the year	-	-
Closing Balance	16,60,296	16,60,296
<b>b. Capital Reserves</b>		
Opening Balance as per last Balance sheet	27,45,075	27,45,075
Add: Movement during the year	-	-
Closing Balance	27,45,075	27,45,075
<b>c. Surplus in Statement of Profit and Loss Account</b>		
Opening Balance as per last Balance sheet	51,69,808	34,55,159
Add: Net Profit for the year	36,67,113	17,14,649
Closing Balance	88,36,921	51,69,808
<b>Total (a+b+c)</b>	<b>1,32,42,292</b>	95,75,179

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

3. LONG TERM BORROWINGS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
<b>a. Secured</b>		
Term loans from Banks	49,28,447	64,80,348
Vehicle loan from Bank	-	-
<b>Total (a)</b>	<b>49,28,447</b>	<b>64,80,348</b>
<b>b. Unsecured</b>		
<b>From Related Party:</b>		
From Director	3,56,74,762	1,26,79,063
<b>From others:</b>		
Sales Tax Deferment loan	1,19,68,712	1,52,68,569
Inter Corporate Loans	1,77,55,183	1,46,03,212
<b>Total (b)</b>	<b>6,53,98,657</b>	<b>4,25,50,844</b>
<b>Total (a +b)</b>	<b>7,03,27,104</b>	<b>4,90,31,192</b>

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

The Term loan is payable in 20 quarter installments from 31.03.2015.

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 <sup>st</sup> March (Rs.)	
	2017	2016
Opening Balance	81,45,241	72,15,736
<b>a. Deferred Tax Liability</b>		
Depreciation	2,60,438	9,94,622
<b>Total (a)</b>	<b>2,60,438</b>	<b>9,94,622</b>
<b>b. Deferred Tax Assets</b>		
Employee Benefits (Gratuity)	31,215	65,117
<b>Total (b)</b>	<b>31,215</b>	<b>65,117</b>
<b>Net Deferred Tax Liability (a-b)</b>	<b>2,29,223</b>	<b>9,29,505</b>
<b>Closing Balance</b>	<b>83,74,464</b>	<b>81,45,241</b>

5. LONG TERM PROVISIONS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
Provision for Gratuity (Refer Note No.28.4)	25,04,820	26,05,839
<b>Total</b>	<b>25,04,820</b>	<b>26,05,839</b>

6. SHORT TERM BORROWINGS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
<b>a. Working Capital Secured</b>		
From Banks	3,49,05,195	2,70,55,591
From Others	-	-
<b>Total (a)</b>	<b>3,49,05,195</b>	<b>2,70,55,591</b>
<b>b. Liability For Bills Discounted</b>		
From Banks	-	12,00,038
From Others	-	-
<b>Total (b)</b>	<b>-</b>	<b>12,00,038</b>
<b>Total (a+b)</b>	<b>3,49,05,195</b>	<b>2,82,55,629</b>

### 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. There are small delays in maintaing cash credit and LCs liabilities within sanctioned limits

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

7. TRADE PAYABLES	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
a. Dues to Micro, Small and Medium Enterprises (see note below)	-	-
b. Others	62,107,629	63,164,451
<b>Total (a+b)</b>	<b>62,107,629</b>	<b>63,164,451</b>

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 <sup>st</sup> March (Rs.)	
	2017	2016
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 <sup>st</sup> March (Rs.)	
	2017	2016
a. Current maturities of term liabilities		
i. Secured		
Term loans from Banks	40,57,232	20,00,000
ii. Unsecured		
Inter corporate Loans	34,57,129	49,08,443
<b>Total (a)</b>	<b>75,14,361</b>	<b>69,08,443</b>
b. Other payables	92,02,620	62,93,771
<b>Total (a+b)</b>	<b>1,67,16,981</b>	<b>1,32,02,214</b>

9. SHORT TERM PROVISIONS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
a. Provision for employee benefits	-	-
<b>Total (a+b)</b>	<b>-</b>	<b>-</b>



**NOTES FORMING PART OF FINANCIAL STATEMENTS**  
**10. PROPERTY, PLANT & EQUIPMENT**

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As at 1/04/2016 Rs.	Additions Rs.	Deletions / Adjustments Rs.	As at 1/04/2016 Rs.	For the Year Rs.	Deletions / Adjustment Rs.	Up to 31/03/2017 Rs.	As at 31/03/2017 Rs.	As at 31/03/2016 Rs.
1	Land	6,87,300	-	-	-	-	-	-	6,87,300	6,87,300
2	Buildings	2,83,06,002	-	-	92,84,041	8,74,343	-	1,01,58,384	1,81,47,618	1,90,21,961
3	Plant & Equipments	8,28,31,440	26,20,752	-	3,56,09,778	35,52,114	-	3,91,61,892	4,62,90,300	4,72,21,662
4	Furniture & Fixtures	398,128	-	-	1,54,173	42,875	-	1,97,048	2,01,080	2,43,955
5	Vehicles	40,10,656	8,00,000	-	26,10,716	4,63,101	-	30,73,817	17,36,839	13,99,940
6	Office Equipment	18,93,345	1,72,833	-	13,27,306	1,86,247	-	15,13,553	5,52,625	5,66,039
	<b>Total-A</b>	<b>11,81,26,871</b>	<b>35,93,585</b>	<b>-</b>	<b>4,89,86,014</b>	<b>51,18,680</b>	<b>-</b>	<b>5,41,04,694</b>	<b>6,76,15,762</b>	<b>6,91,40,857</b>
7	Plant & Machinery Under Erection	2,40,000	-	2,40,000	-	-	-	-	-	2,40,000
8	Building Under Construction	-	2,96,610	-	-	-	-	-	2,96,610	-
	<b>Total-B</b>	<b>2,40,000</b>	<b>2,96,610</b>	<b>2,40,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,96,610</b>	<b>2,40,000</b>
	<b>Grand Total</b>	<b>11,83,66,871</b>	<b>38,90,195</b>	<b>2,40,000</b>	<b>4,89,86,014</b>	<b>51,18,680</b>	<b>-</b>	<b>5,41,04,694</b>	<b>6,79,12,372</b>	<b>6,93,80,857</b>
	Previous Year	12,42,91,748	76,99,437	1,35,24,314	4,78,94,657	51,99,196	1,21,12,653	4,89,86,014	6,93,80,857	

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

11. NON CURRENT INVESTMENTS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
<b>INVESTMENTS</b>		
<b>Investments in Govt. Securities : Un-quoted</b>		
National Saving Certificate (Deposited with Sales Tax Department)	2,000	2,000
<b>Investments in Equity Shares : Fully paid up</b>		
<b>Quoted &amp; Trade :</b>		
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	2,14,204	2,14,204
<b>Quoted &amp; Non-Trade :</b>		
Hindustan Construction Company Ltd 2000 (Previous Year : 2000) Equity Shares of Re.1 each	1,28,000	1,28,000
<b>Unquoted &amp; Trade:</b>		
Patancheru Enviro-tech Ltd 9065 (Previous year : 9065) Equity Shares of Rs.10/- each.	90,650	90,650
<b>Total</b>	<b>4,36,902</b>	<b>4,36,902</b>
Aggregate Book Value of Unquoted Investment	92,650	92,650
Aggregate Book Value of Quoted Investment	3,44,252	3,44,252
Aggregate Market Value of Quoted Investment	15,42,688	5,93,419

12. LONG TERM LOANS AND ADVANCES	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
a. Capital advances and Claims receivable		
i. Secured, considered good	-	-
ii. Unsecured, considered good	8,96,176	1,05,69,559
b. Sundry deposits		
i. Secured, considered good	-	-
ii. Unsecured, considered good	26,68,311	2,68,311
<b>Total (a+b)</b>	<b>35,64,487</b>	<b>1,32,37,870</b>

13. INVENTORIES	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
(As taken, valued and Certified by the Management)		
a. Raw Materials and other Inputs	4,38,46,566	1,74,11,344
b. Stores and Spare Parts	11,93,335	8,70,520
c. Work-in-Progress	2,53,96,233	2,27,36,915
d. Finished Goods	6,48,370	32,14,553
<b>Total (a+b+c+d)</b>	<b>7,10,84,504</b>	<b>4,42,33,332</b>

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Details of Work-in-Progress

PARTICULARS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
Bulkdrugs and other intermediates	2,53,96,233	2,27,36,915
<b>Total</b>	<b>2,53,96,233</b>	<b>2,27,36,915</b>

### Details of Finished Goods

PARTICULARS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
Bulkdrugs and other intermediates	6,48,370	32,14,553
<b>Total</b>	<b>6,48,370</b>	<b>32,14,553</b>

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 <sup>st</sup> March (Rs.)	
	2017	2016
<b>Unsecured, Considered good unless otherwise stated</b> Outstanding for a period exceeding six months from the date they became due for payment Considered good Considered doubtful	33,02,847 - -	2,81,45,075 - -
Less: Provision for doubtful debts	-	-
<b>Other Debts</b> Considered Good	11,69,14,676	5,45,87,517
<b>Total</b>	<b>12,02,17,523</b>	<b>8,27,32,592</b>

15. CASH AND CASH EQUIVALENTS	As at 31 <sup>st</sup> March (Rs.)	
	2017	2016
a. Cash and Cash Equivalents		
I. Cash on hand (See note below)	1,03,027	2,06,438
II. Balances with banks		
i. In Current Accounts	2,94,460	8,60,415
<b>Total (a)</b>	<b>3,97,487</b>	<b>10,66,853</b>
b. Other Bank balances *		
*Margin Money Deposits (given against LC's, FLC's and BG's) (Term Deposit Accounts having more than three months and less than twelve months maturity period at the year end.)	66,93,576	62,26,597
<b>Total (b)</b>	<b>66,93,576</b>	<b>62,26,597</b>
<b>Total (a+b)</b>	<b>70,91,063</b>	<b>72,93,450</b>

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

Notes : \*Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as provided in the table below.

Particulars	Specified bank notes	other denomination notes	Total (Rs.)
Closing cash in hand as on November 08, 2016	0	2,871	2,871
Add: Permitted receipts	0	76,000	76,000
Less: Permitted Payments	0	13,132	13,132
Less: Amount deposited in banks	0	0	0
Closing cash in hand as on December 30, 2016	0	65,739	65,739

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

16.	<b>SHORT TERM LOANS AND ADVANCES</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2017</b>	<b>2016</b>
	a. Deposit with Government and others	<b>53,553</b>	53,553
	b. Advance to creditors & Others	<b>91,38,489</b>	52,35,934
	c. Advance to employees	<b>2,45,611</b>	2,50,358
	<b>Total (a+b+c)</b>	<b>94,37,653</b>	55,39,845
17.	<b>OTHER CURRENT ASSETS</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2017</b>	<b>2016</b>
	a. Prepaid expenses	<b>7,88,412</b>	1,84,933
	b. Service Tax Credit	<b>1,49,799</b>	1,91,767
	c. Central Excise	<b>56,14,008</b>	65,68,488
	d. Income Tax Refund receivable	<b>3,77,777</b>	5,23,251
	e. Interest accrued on deposits	<b>1,59,187</b>	98,520
	f. Insurance Claim receivable	-	2,22,13,139
	<b>Total (a+b+c+d+e)</b>	<b>70,89,183</b>	2,97,80,098
18.	<b>CONTINGENT LIABILITIES AND COMMITMENTS:</b>		
	a. Contingent liabilities		
	(i). Incometax case pending in Andhra Pradesh High Court: Rs.13.08 Lakhs		
	(ii). Pending case for higher consideration for land acquisition by Govt (See note.32) Rs. 4,21,176/-		
	b. Commitments		
	(i). Unexpired Bank Guarantee: NIL (previous year NIL)		
19.	<b>REVENUE FROM OPERATIONS</b>	<b>Year ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2017</b>	<b>2016</b>
	a. Sales		
	Sale of products	<b>32,81,66,260</b>	32,46,21,591
	Sale of Scrap	<b>17,179</b>	21,26,974
		<b>32,81,83,439</b>	32,67,48,565
	Less: Excise Duty	<b>2,87,64,577</b>	2,68,96,962
	<b>Total</b>	<b>29,94,18,862</b>	29,98,51,603
	b. Processing charges earned	-	61,66,000
	<b>Total (a+b)</b>	<b>29,94,18,862</b>	30,60,17,603
20.	<b>OTHER INCOME</b>	<b>Year ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2017</b>	<b>2016</b>
	a. Interest - Gross	<b>5,34,054</b>	9,24,176
	b. Miscellaneous Income	<b>74,390</b>	3,01,54,807
	<b>Total (a+b)</b>	<b>6,08,444</b>	3,10,78,983
21.	<b>COST OF MATERIALS CONSUMED (INCLUDING PACKING MATERIALS)</b>	<b>Year ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2017</b>	<b>2016</b>
	Stock at the beginning of the year	<b>1,74,11,344</b>	2,53,38,933
	Add : Purchases	<b>21,30,13,426</b>	19,42,49,435
		<b>23,04,24,770</b>	21,95,88,368
	Less : Stock at the end of the year	<b>4,38,46,566</b>	1,74,11,344
	<b>Total</b>	<b>18,65,78,204</b>	20,21,77,024

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

22.	<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>	Year ended 31 st March (Rs.)	
		2017	2016
a.	Inventory at the end of the year		
i.	Work-in-progress	<b>2,53,96,233</b>	2,27,36,915
ii.	Finished goods	<b>6,48,370</b>	32,14,553
	<b>Total (a)</b>	<b>2,60,44,603</b>	2,59,51,468
b.	Inventory at the beginning of the year		
i.	Work-in-progress	<b>2,27,36,915</b>	5,29,63,290
ii.	Finished goods	<b>32,14,553</b>	11,73,746
	<b>Total (b)</b>	<b>2,59,51,468</b>	5,41,37,036
	<b>(Increase)/Decrease (b-a)</b>	<b>(93,135)</b>	2,81,85,568

  

23.	<b>EMPLOYEE BENEFITS EXPENSES</b>	Year ended 31 st March (Rs.)	
		2017	2016
a.	Salaries, Wages and Bonus	<b>2,08,37,449</b>	1,53,59,977
b.	Employer's contribution and provision for		
i.	Provident fund	<b>8,45,556</b>	7,60,412
ii.	Employees State Insurance	<b>3,11,783</b>	2,75,301
iii.	Gratuity	<b>-1,01,019</b>	2,10,734
c.	Staff welfare expenses	<b>6,91,391</b>	5,91,981
	<b>Total (a+b+c)</b>	<b>2,25,85,160</b>	1,71,98,405

  

24.	<b>FINANCE COSTS</b>	Year ended 31 st March (Rs.)	
		2017	2016
a.	Interest paid to Banks	<b>56,49,620</b>	56,43,226
b.	Interest paid to others	<b>35,89,387</b>	28,14,337
c.	Bank Charges	<b>1,51,728</b>	1,27,589
d.	Bank processing charges	<b>6,18,211</b>	4,60,476
e.	Other Finance Charges	<b>36,65,793</b>	47,70,642
f.	Foreign Exchange Fluctuations (Net)	<b>44,988</b>	7,77,343
	<b>Total (a+b+c+d+e+f)</b>	<b>1,37,19,727</b>	1,45,93,613

  

25.	<b>DEPRECIATION AND AMORTIZATION EXPENSE</b>	Year ended 31 st March (Rs.)	
		2017	2016
a.	Depreciation on Tangible assets (as per Note.10)	<b>51,18,680</b>	51,99,196
	<b>Total (a)</b>	<b>51,18,680</b>	51,99,196

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

26. OTHER EXPENSES	Year ended 31 st March (Rs.)	
	2017	2016
Consumption of stores and spare parts	26,95,423	57,76,669
Power and fuel	83,76,826	1,12,10,995
Repairs to Buildings	7,45,900	6,76,238
Repairs to Machinery	25,76,898	15,80,744
Repairs others	4,45,136	5,42,103
Processing Charges	2,75,84,676	3,24,94,445
Other Factory expenses	40,91,919	33,78,776
Excise duty (see note below)	(2,76,127)	2,26,757
Rent	7,70,000	4,05,000
Repairs to Vehicles	3,97,678	5,13,121
Insurance	5,09,445	4,00,551
Rates and taxes, excluding, taxes on income	1,54,144	1,84,510
Audit Fees (see note below)	75,000	50,000
Internal Audit Fee	1,50,000	-
Communication expenses	3,17,963	3,28,434
Postage, Printing & Stationery	3,57,945	3,30,776
Publications Expenses	50,687	75,779
Legal & professional charges	50,15,988	19,14,067
Travelling & conveyance expenses	13,17,659	15,19,479
Office Maintenance	3,72,043	3,17,665
Managerial Remuneration	34,50,000	27,00,000
Insurance claim written off	62,82,927	-
Selling and Distribution Expenses	12,97,769	19,58,337
Commission & discount	48,000	1,33,000
Miscellaneous Expenses	8,44,355	3,81,180
<b>Total</b>	<b>6,76,52,254</b>	<b>6,70,98,626</b>

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.)	
	2017	2016
i. Audit fee	60,000	40,000
ii. Tax audit fee	15,000	10,000
<b>Total</b>	<b>75,000</b>	<b>50,000</b>

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

Particulars	Year ended 31 st March (Rs.)	
	2017	2016
a. Earnings per share (EPS) (Rs.)		
Basic	0.47	0.22
Diluted	0.47	0.22
b. Net profit after tax considered for the calculations of EPS (Rs.)	36,67,113	17,14,649
c. Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	78,65,520	78,65,520
d. Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	78,65,520	78,65,520
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 and Companies (Accounting Standards) Amendment Rules, 2016.\

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 is 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. Property, Plant and Equipment

Fixed Assets including Work in Progress of building 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 Income is recognized on a time proportionate basis taking into account the amount outstanding at the rate applicable.

# Roopa Industries Limited

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## NOTES FORMING PART OF FINANCIAL STATEMENTS

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

**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 is adjusted against excise duty levied by and payable to 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 by an actuarial valuer 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.)	
	2017	2016
<b>a. Charges and reconciliation of obligation for the year ended</b>		
Present Value and Defined benefit obligation at beginning of year.	<b>26,05,839</b>	23,95,105
Current Service cost	<b>1,22,136</b>	1,29,509
Interest Cost	<b>1,18,367</b>	1,15,548
Past Service cost	-	-
Net Actuarial (gain) / loss on obligation	<b>(3,41,522)</b>	(34,323)
Present Value and Defined benefit obligation at the end of the year.	<b>25,04,820</b>	26,05,839
<b>b. Charge and reconciliation in Fair value of plan assets for the year ended</b>		
Fair Value of Plan Assets at beginning of period	-	-
Adjustments/Reconciliations	-	-
Fair Value of Plan Assets at the end of period	-	-
<b>c. Amount recognized in Balancesheet for the year ended</b>		
Present Value of Liability	<b>25,04,820</b>	26,05,839
Fair Value of Plan Assets	-	-
Net Liability	<b>25,04,820</b>	26,05,839
<b>d. Expenses recognized in the Statement of Profit and Loss for the year ended</b>		
Current Service Cost	<b>1,22,136</b>	1,29,509
Interest as defined benefit obligations	<b>1,18,367</b>	1,15,548
Expected Return on Plan Assets	-	-
Post Service Cost-Recognized	-	-
Net Actuarial (Gain) / Loss recognized for the period	<b>(3,41,522)</b>	(34,323)
Total	<b>(1,01,019)</b>	2,10,734

#### e. Pricipal actuarial assumptions

##### Demographic Assumptions:

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

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

##### Financial Assumptions:

	2017	2016
(i) Discount Rate(p.a.)	<b>7.20%</b>	7.75%
(ii) Expected Rate of Return(p.a.)	<b>Nil</b>	Nil
(iii) Salary Escalation Rate(p.a.)	<b>5%</b>	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, 2017 about Secondary Business Segments Revenue by Geographical Market:

Particulars	2016-17 (Rs.)	2015-16 (Rs.)
1. Segment Revenue		
In India	32,80,46,419	32,13,26,065
Outside India	1,37,020	54,22,500
<b>Total</b>	<b>32,81,83,439</b>	<b>32,67,48,565</b>

### 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	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.)	
		2017	2016
i. T.G.Raghavendra	Remuneration	22,50,000	15,00,000
ii. V.J.Sarma	Remuneration	12,00,000	12,00,000
iii. Unsecured loan from T.G.Raghavendra, Chairman & Managing Director	Unsecured Loan	4,00,43,699	1,75,12,110
iv. Unsecured loan from V.J. Sarma Executive Director	Unsecured Loan	15,17,155	12,25,405
v. M. Chandrasekhar	Salary	-	6,00,000
vi. S. Hari Prasad	Salary	2,00,000	-

#### c. Outstanding Payables:

Key Management Personnel	Year ended 31 st March (Rs.)	
	2017	2016
i. Remuneration to wholetime directors	9,62,840	8,19,300
ii. Unsecured loan from Managing Director	3,56,74,762	1,26,79,063

### 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	
	2017 (Rs.)	2016 (Rs.)
a. C.I.F. value of imports - Raw materials	12,82,496	1,60,39,551
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	
	2017 (Rs.)	2016 (Rs.)
FOB value of exports	<b>1,37,020</b>	54,22,500

### c. Imported and indigenous raw material consumption:

Particulars	Year ended 31st March'2017		Year ended 31st March'2016	
	Rs.	%	Rs.	%
i. Imported	-	<b>0.00</b>	1,60,39,551	7.93
ii. Indigenous	<b>18,65,78,204</b>	<b>100.00</b>	18,61,37,473	92.07
<b>Total (i+ii)</b>	<b>18,65,78,204</b>	<b>100.00</b>	20,21,77,024	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	26,95,423	100.00	57,76,669	100.00
<b>Total (i+ii)</b>	26,95,423	<b>100.00</b>	57,76,669	<b>100.00</b>

### 30. Deferred Tax Liabilities

Opening Balance		81,45,241
Deferred Tax Liability		
Depreciation as per IT	59,61,523	
Depreciation as per P&L Statement	51,18,680	
	<u>8,42,843</u>	<u>2,60,438</u>
		84,05,679
Deferred Tax Asset		
Gratuity as per IT Act	NIL	
As per P&L Statement	<u>1,01,019</u>	<u>31,215</u>
Deferred Tax Liability as on 31st March, 2017		<u>83,74,464</u>

- 31** The Sales Tax deferrment liability 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 owned by the company 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 shown in the books of accounts are final. Since it is indicated that our balances as per Company books 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 **S.T.Mohite & Co.**

Chartered Accountants (Regn.No.011410S)

**M.T.Sreenivasa Rao**  
PROPRIETOR  
M.No. 015635

**(T.G.RAGHAVENDRA)**  
CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**  
EXECUTIVE DIRECTOR

Place : Hyderabad  
Date : 30-05-2017

Place: Hyderabad  
Date : 30-05-2017

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## Roopa Industries Limited

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### 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 32<sup>nd</sup> Annual General Meeting of the shareholders of Roopa Industries Limited on Saturday, the 30<sup>th</sup> Day of September, 2017 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)

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#### 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 23<sup>rd</sup> September, 2017 (end of day) being the cut-off date (i.e.record date for the purpose of Rule20(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
170828101	Please refer notes about e-voting instructions in the Notice.	

The e-voting period commences from 10:00 a.m. on 27<sup>th</sup> September, 2017 and ends on 29<sup>th</sup> September, 2017 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 23<sup>rd</sup> September, 2017, 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 30<sup>th</sup> September, 2017.

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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 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Saturday, the 30<sup>th</sup> day of September, 2017 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
<b>Ordinary Business:</b>		
1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March 2017 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. Ratification of appointment of Auditors and fixing their remuneration.		
<b>Special Business:</b>		
4. Appointment of Smt. S.Karunasreeas a Director		

Signed this.....day of.....2017.

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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