

**30<sup>th</sup>**  
**ANNUAL REPORT**  
**2014-15**



**Roopa Industries Limited**

**BOARD OF DIRECTORS** : T.G.Raghavendra - Chairman& Managing Director  
V.J.Sarma - Whole-time Director  
R.Madan Mohan Rao - Director  
M.T.Sreenivasa Rao - Director  
O.D.Reddy - Director  
K.Suneetha - Director

**STATUTORY COMMITTEES**

**AUDIT COMMITTEE** : K.Suneetha - Chairman  
M.T.Sreenivasa Rao - Member  
R.Madan Mohan Rao - Member  
O.D.Reddy - Member

**NOMINATION & REMUNERATION COMMITTEE:**

R.Madan Mohan Rao - Chairman  
M.T.Sreenivasa Rao - Member  
T.G.Raghavendra - Member  
O.D.Reddy - Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

M.T.Sreenivasa Rao - Chairman  
T.G.Raghavendra - Member  
V.J.Sarma - Member

**RISK MANAGEMENT COMMITTEE:**

O.D.Reddy - Chairman  
M.T.Sreenivasa Rao - Member  
V.J.Sarma - Member

**BANKERS** : State Bank of India

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

**REGISTRAR & TRANSFER AGENT:**

M/s. Aarthi Consultants Pvt.Ltd  
Regd.Office:1-2-285  
Domalguda, Hyderabad – 500 029.

**REGISTERED OFFICE** : Roopa Industries Limited  
17/745, Alur Road, Adoni – 518 301  
Kurnool District, A.P.  
Tel: +91 8096330007, Fax : +91 40 23310379  
E-mail: info@roopaindustries.com  
Investor Complaints  
investorsroopa@gmail.com,  
investors@roopaindustries.com  
Website: www.roopaindustries.com

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

# Roopa Industries Limited

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## NOTICE

NOTICE is hereby given that the **30<sup>th</sup> Annual General Meeting** of the members of **ROOPA INDUSTRIES LIMITED** (CIN : L10100AP1985PLC005582) will be held on Wednesday the 30<sup>th</sup> September, 2015 at 10.00 A.M at the Registered Office of the Company at 17/745, Alur Road, Adoni - 518 301, Kurnool District, Andhra Pradesh to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss and cash flow statement for the year ended 31<sup>st</sup> March, 2015 along with the Auditors' Report & Directors' Report thereon.
2. To appoint a Director in place of Shri V.J.Sarma (DIN 00165204) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri M.T.Sreenivasa Rao (DIN 00112211) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

### **SPECIAL BUSINESS**

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as

#### **SPECIAL RESOLUTION:**

**Re-appointment of shri T.G. Raghavendra, Chairman & Managing Director for a term of 3 years & increase in remuneration thereon.**

"RESOLVED THAT pursuant to the provisions of section 196,197,203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule- V at the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to the reappointment of Mr.TG Raghavendra (DIN:00186546), as Chairman and Managing Director for a period of 3 years w.e.f.01.10.2015 upto 30-9-2018 and that he be paid a remuneration of 2.50 lakhs per month including other benefits, allowances, perquisites as approved by the Remuneration Committee at in its meeting held on August 14, 2015."

"RESOLVED FURTHER THAT, Mr.TG Raghavendra, Chairman & Managing Director be eligible for the following perks as approved by the Remuneration Committee in its meeting held on August 14, 2015, in addition to the above mentioned remuneration, as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules.
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c. Encashment of leave as per the Company's rules at the end of tenure."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, execute all such acts, deeds things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as

#### **SPECIAL RESOLUTION:**

**Re-appointment of Shri V.J. Sarma, Executive Director for a term of 3 years & increase in remuneration thereon.**

"RESOLVED THAT pursuant to the provisions of section 196,197,203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V of the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to the reappointment of Mr.V.J.Sarma (DIN:00165204), as Whole-Time Director for a period of 3 years w.e.f.01.10.2015 up to 30.09.2018 and he be paid a remuneration of 2.50 lakhs per month including other benefits, allowances, perquisites as approved by the Remuneration Committee in its meeting dated August 14, 2015."

## Roopa Industries Limited

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"RESOLVED FURTHER THAT, Mr.V.J.Sarma, Whole-Time Director would be eligible for the following perks as approved by the Remuneration Committee in its meeting dated August 14, 2015, in addition to the above mentioned remuneration, as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Rules.
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c. Encashment of leave as per the Company's rules at the end of tenure."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all such acts, deeds things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : August, 14<sup>th</sup> 2015

### 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. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto in respect of Special Business.
3. The details under Clause 49 of the listing agreement with BSE in respect of Directors seeking appointment/ re-appointment 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 Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed for 7 days i.e. from 24.09.2015 to 30.09.2015 (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. E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules of the Act and Clause 35B of the Listing Agreement entered into with the Stock Exchange, 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, 2015 and will end at 5.00 p.m. on 29<sup>th</sup> September, 2015. 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.

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.

### 13. The instructions for members for voting electronically are as under:

- (i) The voting period begins on Sunday, the 27<sup>th</sup> September, 2015 at 10.00 a.m and ends on Tuesday The 29<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted 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.
- (vi) If you are a first time user follow the steps given below:

## 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>
<p>Dividend Bank Details</p> <p><b>OR</b></p> <p>Date of Birth</p>	<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> <ul style="list-style-type: none"> <li>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).</li> </ul>

(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) **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(1) OF THE COMPANIES ACT, 2013**

**Item No. 5**

Shri T.G. Raghavendra is serving as Chairman & Managing Director on the Board of the Company since 03-02-1997. His term of office expires on 30-9-2015. The Nomination and Remuneration Committee at the meeting held on 14th August, 2015 recommended his re-appointment for a further term of 3 years w.e.f. 01-10-2015 to 30-09-2018 on a remuneration of Rs. 2,50,000/- per month.

The resolution is placed before the members as per provisions of Section 196, 197 and 203 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to be passed as special resolution.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors of the Company or the Key Managerial Personnel of the Company are concerned or interested in the resolution.

**Item No.6**

Shri V.J. Sarma is serving as Chairman & Managing Director on the Board of the Company since 01-10-1999. His term of office expires on 30-9-2015. The Nomination and Remuneration Committee at the meeting held on 14th August, 2015 recommended his re-appointment for a further term of 3 years w.e.f. 01-10-2015 to 30-09-2018 on a remuneration of Rs. 2,50,000/- per month.

The resolution is placed before the members as per provisions of Section 196, 197 and 203 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to be passed as special resolution.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors of the Company or the Key Managerial Personnel of the Company are concerned or interested in the resolution.

on behalf of the Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 14<sup>th</sup> August, 2015



**14. Particulars of Directors, who are retiring by rotation, seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement:-**

<b>Name of Director</b>	<b>T.G.Raghavendra</b>	<b>Sri V.J.Sarma</b>	<b>Sri M.T.Sreenivasa Rao</b>
<b>Expertise in specific functional areas</b>	38 years of experience in Commercial & Administrative Activities	33 years of experience in Commercial & Industrial field	42 years of experience in Finance and Commerce.
<b>Date of Birth</b>	02.04.1954	14.08.1956	15.08.1946
<b>Qualification</b>	B.Com	B.Com	B.Com, FCA
<b>List of Other Companies in which Directorship is held as on 31<sup>st</sup> March, 2015.</b>	NIL	NIL	NIL
<b>Chairman/Member of the Committees of the Board of other Companies in which he is a Director as on 31<sup>st</sup> March, 2015</b>	Member in Stakeholders Relationship Committee and Nomination and Remuneration Committee	Member in Stakeholders Relationship Committee and Member in Risk Management	Committee in Roopa Industries Member in Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee in Roopa Industries Limited.

# Roopa Industries Limited

## DIRECTORS' REPORT

To  
The Members of the Company

The Directors have pleasure in presenting the 30<sup>th</sup> Annual Report of your Company and the Audited financial statements for the financial year ended 31<sup>st</sup> March 2015 together with Auditors' Report thereon.

## FINANCIAL RESULTS:

Particulars	Rupees in lacs Year ended	
	31.03.2015	31.03.2014
Sales and other Income	3104.96	2860.29
Profit before Depreciation and Interest	219.49	(12.34)
<b>LESS:</b>		
Depreciation	67.12	59.02
Interest	134.67	122.42
Profit for the year	17.70	(194.63)
Prior period Adjustments	-	-
Profit before Taxation	17.70	(194.63)
Provision for Taxation :		
Current Tax	-	0.02
Deferred Tax	1.58	6.03
MAT Entitlement Credit Income Tax	-	-
Profit after Tax	16.12	(200.68)
Less: Minority Interest	-	-
Less: Change in Interest of Associate Companies	-	-
Surplus brought forward from previous year	18.43	219.11
Balance available for appropriation	34.55	18.43
<b>APPROPRIATION:</b>		
Dividend	-	-
Tax on Dividend	-	-
Transfer to General Reserves	-	-
Balance c/f to Balance Sheet	34.55	18.43

## PERFORMANCE:

In the year 2014-15, the Company focused on its core business TPP, its allied products. The TPP, its allied products segment turnover grew by 2.73% compared to previous year. The operation of TPP project at Patancheru, Medak District, Telangana State has been stabilized during the year and the Company has made a revenue of Rs.31,04,95,883/-.

The income from operations is Rs.30,97,76,397/- as against Rs.28,55,38,033/- for the corresponding previous year. The profit before tax stood at Rs.17,70,417/- as against Rs.(1,94,63,204) for the previous year. The profit after tax stood at Rs.16,12,294/- as against Rs.(2,00,68,490) for the corresponding period. The Basic Earnings Per Share for the year-ended 31.03.2015 is

Rs.0.20 as against Rs.(2.55) for the corresponding previous year ended 31.03.2014.

## DIVIDEND:

Your Directors did not recommend dividend for the financial year 2014-15.

## 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 2015.

## DIRECTORS:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Shri V.J.Sarma and Shri M.T.Sreenivasa Rao, Directors of the Company retire by rotation at this Annual General Meeting and being eligible offer themselves for reappointment.

The term of appointment of Shri T.G. Raghavendra and Shri V.J. Sarma as Managing Director and Wholetime Director respectively expires on 30/09/2015. The Nomination and Remuneration Committee of the Company recommended their re-appointment and accordingly Board places their appointment before the Members at the ensuing Annual General Meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. 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 Clause 49 of listing agreement forming part of this Annual Report.

Pursuant to the provisions of Section 203 of the Act, the appointment of Shri TG Raghavendra, Chairman & Managing Director and Shri.V.J.Sarma, Whole-time Director, were formalized as the Key Managerial Personnel of the Company.

## KEY MANAGEMENT PERSONNEL

During the year Mr.Praveen Kumar, was CFO of the Company, who resigned on 01.05.2015.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out performance evaluation taking into

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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.

### REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & 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 Remuneration Policy is stated in the Corporate Governance Report.

### MEETINGS

During the year 7 (seven) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to 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:

#### Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s.T.Adinarayana & Co, Chartered Accountants, were appointed as statutory auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting of the Company and have confirmed their eligibility and willingness to accept the office of the Statutory Auditors, if re-appointed.

#### 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. Rakhi Agarwal & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Report of the Secretarial Audit Report for Financial Year 2014-15 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.

### CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the stock exchanges, is presented in a separate section 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 Clause 49 of the Listing Agreement with the Stock Exchanges.

A separate report on corporate governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliances forms an integral part of this Report.

### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure-II".

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its

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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.

### RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management policy/plan for the Company and ensuring its effectiveness. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

### HUMAN RESOURCES:

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

### DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 or Loss of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2015 on a 'going concern' basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) That devised proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, 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.

### DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

## Roopa Industries Limited

During the financial year 2014-15, the Company received no 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 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Name of the Director	Ratio to Median Remuneration
T.G.Raghavendra	5.68%
V.J.Sarma	4.55%

- (ii) The percentage increase in the median remuneration of employees in the financial year is 5%

- (iii) The number of permanent employees on the rolls of company is 22.

- (iv) The explanation on the relationship between average increase in remuneration and company performance;

On an average, employees received an increase of 5%. The increase in remuneration is in line with the market trends.

- (v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs. Lakhs
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	33.20
Total Revenue	3097.76
Remuneration (as % of Total Revenue)	1.10

- (vi) 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	Unit	As at 31.03.2015	As at 31.03.2014
Closing rate of share at BSE		5.00	9.94
EPS (Consolidated)		0.14	(2.55)
Market Capitalization		5.14	7.39
Price Earnings ratio		35.7	3.89

- (vii) 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 average increase in salaries of employees other than managerial personnel in 2014-15 was 5%. Percentage increase in the managerial remuneration for the year was Nil%

- (viii) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

Name of Person	Remuneration (Rs. Lakhs)	Total Revenue (Rs. Lakhs)	Remuneration as % of Total Revenue
T.G.Raghavendra	15	3097.76	0.48
V.J.Sarma	12	3097.76	0.39
D. Manoranjani	1.12	3097.76	0.04
Praveen Kumar	5.08	3097.76	0.16

### 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.

For and on behalf of the Board of Directors  
Sd/-

**TG RAGHAVENDRA**

Place : Hyderabad Chairman & Managing Director  
Date : 14<sup>th</sup> August, 2015 (DIN : 00186546)

**ANNEXURES TO THE DIRECTORS' REPORT****ANNEXURE I – SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015****FORM NO MR 3**

Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To  
The members of  
**Roopa Industries Limited,**  
**Andhra Pradesh.**

1. I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. **Roopa Industries Limited** (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31st March, 2015 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 reporting made hereinafter.
3. 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 31st March, 2015 ("Audit Period") according to the provisions of:
  - i) The Companies Act, 2013 (the Act) and the rules made there-under;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
  - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - vi) The Listing Agreements entered into by the Company with Stock Exchange(s),
4. The Company's main business is into manufacture of Nutraceuticals, Bulk Drugs and Fine Chemicals. Accordingly, the Industry specific major Acts as applicable to the Company are complied.

## Roopa Industries Limited

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5. I, further report that the Company has, in my opinion, complied with the provisions of Companies Act, 2013 and rules made there under, as notified by the Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.
6. I further report that, during the period under review, provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
7. I, further report that:
  - (a) The Company has complied with the clauses of Equity Listing Agreements entered into with stock exchanges.
  - (b) Secretarial Standards were not considered in the Audit, as the same were not notified during the period considered for Audit.
8. I, further report that:
  - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except in respect of number of Independent Directors.
  - (b) The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
  - (c) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
  - (d) There is adequate system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
  - (e) Majority decision is carried through and there were no instances of dissenting members in the Board of Directors.
  - (f) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.
9. I, further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
10. I further report that during the year under report, the Company has not undertaken any event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2015

**For RAKHI AGARWAL & ASSOCIATES**  
**RAKHI AGARWAL**  
**COMPANY SECRETARY**  
**FCS NO.7047**  
**CP NO.6270**

## ANNEXURE – II

## EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2015

[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	17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India.
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Aarthi Consultants Pvt.Ltd Regd.Office : 1-2-285, Domalguda, Hyderabad – 500 029

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Name & Description of main products/services	NIC Code of products/services	% of total turnover of the company
Manufacture of Chemicals and Bulkdrugs	29319090	82.87%

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
<b>APROMOTERS</b>								
<b>(1) Indian</b>								
a) Individual / HUF	857393	0	857393	10.90	864047	0	864047	10.99
b) Central Govt.	0	0	0	0.00	0	0	0	0
c) State Govt.(s)	0	0	0	0.00	0	0	0	0
d) Bodies Corporate	2913606	0	2913606	37.04	2913617	0	2913617	37.04
e) Banks / FI	0	0	0	0.00	0	0	0	0
f) Any Other	0	0	0	0.00	0	0	0	0
<b>Sub-Total (A)(1):</b>	<b>3770999</b>	<b>0</b>	<b>3770999</b>	<b>47.94</b>	<b>3777664</b>	<b>0</b>	<b>3777664</b>	<b>48.03</b>
<b>(2) Foreign</b>								
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 (A) = (A)(1) + (A)(2)</b>	<b>3770999</b>	<b>0</b>	<b>3770999</b>	<b>47.94</b>	<b>3777664</b>	<b>0</b>	<b>3777664</b>	<b>48.03</b>



## Roopa Industries Limited

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	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	20000	20000	0.25	0	20000	20000	0.25
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1):</b>	<b>0</b>	<b>20000</b>	<b>20000</b>	<b>0.25</b>	<b>0</b>	<b>20000</b>	<b>20000</b>	<b>0.25</b>
<b>(2) Non-Institutions</b>								
a) Bodies Corporate	93884	187000	280884	3.57	92477	187000	279477	3.55
<b>b) Individuals</b>								
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	994390	652045	1646435	20.94	1000717	646145	1646862	20.94
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	1203244	1255150	1375394	17.49	1247959	153750	1401709	17.82
<b>c) Others</b>								
i) Non Resident Indians	114208	657600	771808	9.81	110208	629600	739808	9.41
Clearing Members	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0
<b>Sub-Total B(2):</b>	<b>2405726</b>	<b>1650395</b>	<b>4074521</b>	<b>51.81</b>	<b>2451361</b>	<b>1616495</b>	<b>4067856</b>	<b>51.72</b>
<b>Total B=B(1)+B(2):</b>	<b>2405726</b>	<b>1670395</b>	<b>4094521</b>	<b>52.069</b>	<b>2451361</b>	<b>1636495</b>	<b>4087856</b>	<b>51.97</b>
<b>Total (A)+(B)</b>	<b>6176725</b>	<b>1670395</b>	<b>7865520</b>	<b>100.00</b>	<b>6229025</b>	<b>1636495</b>	<b>7865520</b>	<b>100.00</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>6195125</b>	<b>1670395</b>	<b>7865520</b>	<b>100.00</b>	<b>6229025</b>	<b>1636495</b>	<b>7865520</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
		No. of shares	% of total shares of the company	% of shares pledged/enumerated to total shares	No. of shares	% of total shares of the company	% of shares pledged/enumerated to total shares	
1	Star Niochem Pvt Ltd	1487671	18.91	9.7	1487682	18.91	9.68	0.02
2	Sree Rayalaseema Hi Strength Hypo Ltd	1372455	17.45	0	1372455	17.45	-	
3	TG Raghavendra	649075	8.25	0	655729	8.34	-	-
4	Jayanthi Raghu Tumbalam Gooty	208318	2.6 5	0	208318	2.65	-	
5	TGV Projects and Investments Pvt Ltd	53480	0.68	0	53480	0.68	-	-
	<b>Total</b>	<b>3770999</b>	<b>47.94</b>	<b>9.7</b>	<b>3777664</b>	<b>48.03</b>	<b>9.68</b>	<b>0.02</b>

## Roopa Industries Limited

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

Sl. No.	Name of the Promoter	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	649075	8.25	655729	8.34
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.)	Shares at the beginning of the year 649075 Shares Purchase of Shares of 6654 Shares Shares at the end of the Year 655729 Shares			

### (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	364190	4.6	365290	4.7
2	S Sathya	276558	3.5	281288	3.6
3	Hulthenna	118345	1.50	118345	1.5
4	Savitha S	110054	1.39	110054	1.39
5	Southern India DepServices p.ltd	60500	0.76	60500	0.76
6	Usanath	57128	0.72	57128	0.72
7	Angel Fincap Pvt.Ltd	44500	0.56	44500	0.56
8	Himanshu Choksi	42400	0.53	42400	0.53
9	Kanchana S.Mohite	40800	0.51	40800	0.51
10	Voma Shiva Kumar	30000	0.38	30000	0.38

### v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors	Shareholding at the beginning of the Year		Change in Shareholding		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	Increase	Derease	No. of shares	% of total shares of company
1	TG Raghavendra	649075	8.25	6654	-	655729	8.34
2	VJ Sarma	-	-	-	-	-	-
	Name of the Key Managerial Personnel	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	Increase	Derease	No. of shares	% of total shares of company
1	D.Manoranjani	-	-	-	-	-	-
2	M. Praveen Kumar	-	-	-	-	-	-

## Roopa Industries Limited

### V. 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	5,28,98,939	2,60,00,006	-	7,88,98,945
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>5,28,98,939</b>	<b>2,60,00,006</b>	<b>-</b>	<b>7,88,98,945</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	1,80,25,534	-	1,80,25,534
Reduction	45,07,782	87,60,930	-	1,32,68,712
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
iii. Principal Amount	4,83,91,157	3,52,64,610	-	8,36,55,767
iv. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>4,83,91,157</b>	<b>3,52,64,610</b>	<b>-</b>	<b>8,36,55,767</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs In Lakhs)

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

(Rs In Lakhs)

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

## Roopa Industries Limited

### B. Remuneration to other Directors:

#### 1. Independent Directors:

Sl.No.	Particulars of remuneration	K.Suneetha	Name of Director R.Madan Mohan Rao	O.D.Reddy	Total Amount
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>		NIL	NIL	NIL	NIL

#### 2. Other Non-Executive Directors:

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

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

(Rs.In Lakhs)

Sl.No	Particulars of Remuneration	Key Managerial Personnel	Total Amount
1	Gross Salary	<b>6.20</b>	<b>6.20</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>	<b>6.20</b>	<b>6.20</b>

### VII. 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		

**ANNEXURE III – CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

Information Under Section 134(3)(m) of The Companies Act, 2013, Read with Rules 8(3) of the Companies (Accounts) Rules, 2014:

**F O R M A****A) POWER AND FUEL CONSUMPTION:**

	2014-15	2013-14
a) Electricity:		
Purchased Units	19,67,430	25,39,530
Total Amount (Rs)	1,37,19,968	1,95,85,886
Rate Per Unit (Rs)	6.97	7.71
b) Own Generation:		
Through Diesel Generator	47550KW Hr	35250KW Hr
Units per Ltr of Diesel	3.25	3.25
Cost per Unit (Rs)	19.81	17.55

**B) CONSUMPTION PER UNIT OF PRODUCTION:**

Production (kgs)	557232	570863
Power Consumption Per Kg. (Rs)	31.98	39.00

**F O R M B****2. TECHNOLOGY ABSORPTION :****A) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:**

The Company has adopted indigenous Technology for manufacture of Bulk Drugs, Intermediates and Fine Chemicals and no imported Technology is involved.

**B) RESEARCH AND DEVELOPMENT (R&D):**

The Company has inhouse R & D division to develop new products, improving the efficiencies of the existing products and the Company is fully utilizing the facilities.

**3. 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 and Company's exports have increased during the year.

Total Foreign Exchange used and earned during the year:

Used	: Rs.300.42 Lakhs
Earned	: Rs.440.70 Lakhs

for and on behalf of the Board of Directors  
Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director  
(DIN : 00186546)

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2015

**ANNEXURE-IV****MANAGEMENT DISCUSSION AND ANALYSIS****COMPANY OVERVIEW**

**Roopa Industries Ltd** was incorporated in the year 1985. The Global Generics Pharmaceutical Industry is at the threshold of a new era-one that poses obstacles and opportunities alike for Western multinationals and generics manufacturers based in emerging markets such as India. As Indian companies rapidly penetrate Western markets - a move welcomed by many public and private healthcare players - the country has taken an integral role in shaping the future of the global generics industry. At the same time, Indian companies are increasing their focus on research and development of innovative drugs and delivery systems.

**PERFORMANCE OF KEY INDUSTRY SEGMENTS****Introduction**

The Global Generics Pharmaceutical Industry is at the threshold of a new era-one that poses obstacles and opportunities alike for Western multinationals and generics manufacturers based in emerging markets such as India. As Indian companies rapidly penetrate Western markets move welcomed by many public and private healthcare players - the country has taken an integral role in shaping the future of the global generics industry. At the same time, Indian companies are increasing their focus on research and development of innovative drugs and delivery systems.

**Indian Pharma Industry:**

Challenges facing Indian Companies that are expanding their operations globally include (a) Focusing on differentiators that go beyond cost, (b) exploring new and more viable ways of operating and innovating, (c) Increasing integration with the global markets, (d) professionalizing the management structure and (e) managing cross-country cultural barriers. The pharma industry is likely to see greater thrust on original IP-generating R & D activities. Roopa Industries Ltd., should be always in innovative and should be creating cost-effective technologies through continuous process improvement while maintaining strict quality control for not only in existing products, but also in evolving new technologies that produce newer and better products. Segment-wise performance.

Roopa Industries Ltd., operates on single segment and the recorded a sale of Rs.33,50,18,964/-

Internal control systems and their Adequacy: Roopa Industries Ltd., is having adequate internal control systems commensurate with size and activities of the company. Proper internal controls ensure that all the assets of the company are safeguarded against loss from unauthorized disposal or use and ensure that all the transactions are recorded properly. The audit committees of the Board has reviewed periodically the financial statements before they are submitted to Board and further ensure compliance of internal controls.

**Demand Outlook India:**

The Global health care industry is the second largest industry in the World, after the agro industry with a turnover of US \$ 4.5 trillion. The Indian Pharma Industry is globally now the 4th largest in terms of volume and 13th largest in terms of value. India is producing most of its bulk drug requirements. As a matter of fact, Indian Companies are aggressively exporting Bulk Drugs and Formulations to nearly 200 Countries.

The Indian companies are poised to play an increasingly active role globally, thanks to their core strengths, competitive advantages and desire to grow operations in new markets. India has many advantages in the Pharma Industry, including a competent workforce, capacity for innovation, cost-effective chemical synthesis and Quality and low-cost manufacturing capabilities. Indian companies are aggressive to industry developments, yet their ability to compete globally is limited by the size of their balance sheets. As they acquire, merge and collaborate with pharmaceutical and biotech companies in foreign markets, they are also tasked with globalizing their operations to focus on the varying characteristics of each new market they enter. Hyderabad is a hub for pharma industry in India with reputed world renowned players operating from Hyderabad besides a cluster of large number of medium size pharma units. This localized advantage provides great opportunity to Roopa Industries Limited with growing demand for its products and sustain even with increased activity. Roopa Industries Ltd., is gearing up to exploit the emerging opportunities.

# Roopa Industries Limited

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## Business Outlook:

With the prospect of economy moving forward and the possibility of exchange rate remaining stable the performance of the division looks stable during the current Financial Year.

## RISKS AND CONCERNS

Inadequate risk management is a primary cause of concern indicated by most organizations in India. To be in a position to have fully identified all risks associated with a project and have a response plan for each; that is clearly a benchmark most organizations acknowledge, nevertheless, do little about it. Risk Management by its very nature is flawed because it only identifies the things project managers know; it fails to appreciate the “unknown”, “unknowns”, the “un-controllable”. That said, the more risks identified and planned for, the better position the project team is in to deliver a successful project. Risk Management has been identified as a best practice by most respondents. Moreover, there is a growing concern among Organizations about inaccurate risk identification. The project will yield continuous flow of revenue for the Company.

## INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

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

## FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

### A. FINANCIAL HIGHLIGHTS:

#### Capital Structure:

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

#### Reserves and Surplus:

The Reserves and Surplus of the Company as on 31.03.2015 stand at Rs.78,60,530/- as compared to Rs.62,48,236/- in the previous year.

#### Fixed Assets:

During the year, the Company has added Fixed Assets amounting to Rs.15,61,030/-making the gross fixed assets as on 31.03.2015 to Rs.12,42,91,748/-.

#### Inventories:

Inventories, as on 31<sup>st</sup> March, 2015, increased to Rs.8,03,59,852/- as against Rs.5,13,12,974/- in the previous year.

#### Trade Receivables:

Trade Receivables reduced to Rs.5,59,95,701/- as on 31<sup>st</sup> March, 2015 as against Rs.6,88,93,513/- 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.66,95,733/- as against Rs.55,56,855/- in the previous year which include amounts deposited with banks as Security.

## Roopa Industries Limited

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### Loans and Advances:

Long Term Loans and Advances decreased to Rs.1,95,35,424/- as against Rs.2,17,00,543/- in the previous year. Short Long Term Loans and Advances reduced to Rs.25,69,087/- as against Rs.40,31,755/- in the previous year.

### Current Liabilities:

Current liabilities for the F.Y. 2014-15 is Rs.12,51,26,306/- as against Rs.11,75,02,325/- in the previous year.

## B. OPERATIONAL RESULTS :

### Turnover:

During the year 2014-2015, the turnover of the Company was Rs.33,00,40,743/- as compared to Rs.30,35,42,015/- in the previous year.

The Income from other sources as on 31<sup>st</sup> March, 2015 was Rs.7,19,486/- as compared to Rs.4,90,570/- in the previous year

### Depreciation:

The Company has provided a sum of Rs.67,12,259/- towards depreciation for the year as against Rs.59,01,910/- in the previous year.

### Provision for Tax:

The Company has provided a current tax is nil as against Rs.2,079/- in the previous year.

### Net Profit:

The Net Profit of the Company after tax is Rs.16,12,294/- as against Rs.(2,00,68,490/-) 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 2015 the company has a total strength on 22 employees.

## CAUTIONARY STATEMENT:

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

for and on behalf of the Board of Directors  
Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director  
(DIN : 00186546)

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2015



**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 share holders 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 share holders and stake holders.

**2. BOARD OF DIRECTORS:**

The Board of Directors of the company have an optimum combination.

**a) Composition and Category of Directors:**

In terms of compliance with the requirement of clause 49(I) (A) of Listing Agreement, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on 31<sup>st</sup> March, 2015, the Board consists of the following:

- 4 Independent Non-executive Directors;
- 2 Executive Directors;

**b) Attendance of each Director at the Board Meetings and the last Annual General Meeting:**

The particulars of attendance of Board Meetings and Annual General Meetings by Directors for the financial year ended 31.03.2015 has been set out here below:

S. No	Name of Director	Category	Meetings attended	Attendance at last AGM on 30.09.2014
1	Shri T.G.Raghavendra	Executive, CMD	7	Yes
2	Shri V.J.Sarma	Executive	7	Yes
3	Shri M.T.Sreenivasa Rao	Non-Executive, IND	7	Yes
4	Smt.K.Suneetha	Non-Executive, IND	7	Yes
5	Shri R.Madan Mohan Rao	Non-Executive,IND	7	Yes
6	Shri O.D.Reddy	Non-Executive,IND	7	Yes

**c) Number of other Directorships, Committee Membership(s) & Chairmanship(s):**

Sl. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Shri T.G.Raghavendra	1	2	-
2	Shri V.J.Sarma	-	2	-
3	Shri M.T.Sreenivasa Rao	-	4	1
4	Smt.K.Suneetha	4	-	1
5	Shri R.Madan Mohan Rao	3	1	1
6	Shri O.D.Reddy	1	2	1

### d) Number of Board Meetings held and the date on which held:

In terms of compliance with the requirement of clause 49(l) (C) of Listing Agreement, 7 (Seven) Board Meetings were held during the financial year ended 31.03.2015

The dates on which the Board meetings were held are:

22.04.2014	28.05.2014	14.08.2014	25.08.2014	14.11.2014	13.02.2015	28.03.2015
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### 3. BOARD COMMITTEES:

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

#### 3.1.AUDIT COMMITTEE:

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

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

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

## Roopa Industries Limited

- 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:

The Company's Audit Committee comprises of the following Directors, all of whom are Non-Executive, the majority being Independent Directors:

Sl.No	Name of Director	Designation
1	Smt.K.Suneetha	Chairman
2	Shri R.Madan Mohan Rao	Member
3	Shri O.D.Reddy	Member
4	Shri M.T.Sreenivasa Rao	Member

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

### (iii) Meeting and attendance during the year:

In terms of compliance with the requirement of clause 49(II)(B) of Listing Agreement, the Audit Committee met 5 (Five) times during the financial year under review, on 28.05.2014, 14.08.2014, 14.11.2014, 13.02.2015, 28.03.2015 and the attendance of the members of the Audit Committee is recorded as under:

Sl.No	Name of Director	No. of Meetings Attended
1	Smt.K.Suneetha	5
2	Shri R.Madan Mohan Rao	5
3	Shri O.D.Reddy	5
4	Shri M.T.Sreenivasa Rao	5

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.

## 3.2.NOMINATION & REMUNERATION COMMITTEE:

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

During the year at a meeting of the Board of Directors of the Company held on 12<sup>th</sup> May, 2014 in compliance with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has renamed its "Remuneration Committee" as the "Nomination and Remuneration Committee". The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- a. Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.

## Roopa Industries Limited

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

### (ii) Composition:

Sl.No	Name of Director	Designation
1	Shri R.Madan Mohan Rao	Chairman
2	Shri M.T.Sreenivasa Rao	Member
3	Shri T.G.Raghavendra	Member
4	Shri O.D.Reddy	Member

### (iii) Attendance during the year:

The Remuneration Committee met 1 (One) time on 14.11.2014 during the financial year under review. 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	Shri R.Madan Mohan Rao	1
2	Shri M.T.Sreenivasa Rao	1
3	Shri T.G.Raghavendra	1
4	Shri O.D.Reddy	1

### (iv) REMUNERATION POLICY:

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

#### a) Remuneration to Executive Director and KMP:

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

#### b) Remuneration to Non-Executive Directors:

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

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

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

## Roopa Industries Limited

S. No.	Name of Director	Sitting Fees paid (Rs.)
1	Smt.K.Suneetha	Nil
2	Shri.R.Madan Mohan Rao	Nil
3	Shri O.D.Reddy	Nil
4	Shri M.T.Sreenivasa Rao	Nil

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

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

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

(Rs. in Lakhs)

Name of Director	Salary
Shri T.G.Raghavendra	15.00
Shri 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 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

## 3.3.STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

During the year at a meeting of the Board of Directors of the Company held on 28<sup>th</sup> May, 2014 in compliance with the provisions of the Companies Act, 2013 and the listing agreement,

## Roopa Industries Limited

the Board has renamed its "Shareholders Grievance Committee" as the "Stakeholders Relationship Committee". The Stakeholders Relationship Committee constituted by the Board of Directors inter alia approves transfer of shares and redresses shareholders.

### (ii) Composition:

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

(iii) The Stakeholder Committee met 4 times during the financial year under review on 28-05-2014, 9-10-2014, 18-12-2014, 31-3-2015. The attendance of the meeting by the members of the committee is recorded as under.

Sl.No.	Name of Director	No. of meetings Attended
1	Sri.M.T.Sreenivasa Rao	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 31.03.2015.

### 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
2013-14	17/745, Alur Road, Adoni	30.09.2014	10.00 A.M
2012-13	17/745, Alur Road, Adoni	28.09.2013	10.00 A.M
2011-12	17/745, Alur Road, Adoni	28.09.2012	10.00 A.M

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

#### 2011-12 :

1. Increase in remuneration of Sri TG Raghavendra from Rs. 1,25,000/- per month to Rs.2,00,000/- per month and Re-appointment for a period of 3 years with effect from 01.10.2012 to 30.09.2015 and be paid remuneration by way of salary and perquisites.
2. Increase in remuneration of Sri VJ Sarma from Rs. 1,00,000/- per month to Rs.2,00,000/- per month and Re-appointment for a period of 3 years with effect from 01.10.2012 to 30.09.2015 and be paid remuneration by way of salary and perquisites.

2012-13 : Nil

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

- 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 the undertaking under section 180(1)(a) of Companies Act, 2013
- d) There were no occasions to pass Special Resolutions through postal ballot on any of the matters specified under clause 49 of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

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

### 5. DISCLOSURES:

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

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

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

#### (iii) Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website,

#### (iv) Non Mandatory Requirements:

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement 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 Clause 49 (V) of the Listing Agreement, Shri T.G.Raghavendra, chairman & Managing Director, Shri M. Praveen Kumar, 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, 2015 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:

<b>Annual General Meeting</b>	Date : 30 September, 2015 Time : 10.00 A.M Venue: 17/745, Alur Road, Adoni – 518 301, Kurnool Dist, A.P.
<b>Financial Calendar</b>	1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015.
<b>Date of Book Closure</b>	24.09.2015 to 30.09.2015(both days inclusive)
<b>Listing on Stock Exchanges</b>	BSE Ltd
<b>Stock Code</b>	530991
<b>ISIN Number for NSDL &amp; CDSL</b>	INE443C01010

#### ii) MARKET PRICE DATA:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume
April, 2014	10.40	9.39	34
May, 2014	-	-	-
June, 2014	8.93	7.67	94
July, 2014	8.01	6.28	15,272
August, 2014	8.58	7.23	1,413
Septem, 2014	9.77	8.45	6,222
October, 2014	10.10	8.25	12,309
November, 2014	8.00	6.26	5,742
December, 2014	6.88	5.12	14,589
January, 2015	6.32	5.32	7,171
February, 2015	6.34	5.25	12,362
March, 2015	6.28	5.00	2,579



## Roopa Industries Limited

### 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 No's : 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, 2015.

Category (Amount)	No. of Shares	% of Shares
NSDL	54,20,208	68.91%
CDSL	8,08.817	10.29%
Physical	16,36,495	20.80%

### vii) Shareholding Pattern as on 31<sup>st</sup> March, 2015:

Category	No. of. Shares	% Holding
Promoters	3777664	48.03
Foreign Institutional Investors	20000	0.25
Bodies Corporate	279477	3.55
Individuals	3048571	38.76
NRI	739808	9.41
<b>Total</b>	<b>7865520</b>	<b>100</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

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 base. Code conduct is posted on website of the Company.

#### DECLARATION BY CEO

As provided in Clause 49 of the Listing Agreement with Stock Exchanges, the Directors and Senior Management Personnel have confirmed compliance with code of conduct for the year ended 31.03.2015.

Place: Hyderabad  
Date : 14<sup>th</sup> August, 2015

## 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 shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	Roopa Industries Limited Regd.Office: 17/745, Alur RoadAdoni – 518 301, Kurnool Dist,Andhra Pradesh, India.
2.	Investor Correspondence / Queries on Annual Report.	Roopa Industries Limited Regd.Office: 17/745, Alur RoadAdoni – 518 301, Kurnool Dist,Andhra Pradesh, India.

### 10. Depository Services:

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

<b>National Securities Depository Ltd</b> 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	<b>Central Depository Services (India) Ltd</b> 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  
Medak Dist, Telangana, India.

**13. Address for Correspondence** : 1. Roopa Industries 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,  
Medak Dist, Telangana, India.

For and on behalf of the Board of Directors

Sd/-

**TG RAGHAVENDRA**

Chairman & Managing Director  
(DIN : 00186546)

Place : Hyderabad

Date :14<sup>th</sup> August, 2015

**AUDITORS' CERTIFICATE REGARDING CORPORATE GOVERNANCE**

To  
The Members of Roopa Industries Limited

We have examined the compliance with conditions of Corporate Governance by **M/s Roopa Industries Limited** for the year ended 31<sup>st</sup> March 2015, as stipulated in Clause 49 of the Listing Agreement with BSE Limited.

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 clause 49 of the above mentioned Listing Agreement.

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

**For M/s.T.Adinarayana& Co**  
Chartered Accountants  
(Regn.No.000041S)  
(PullaRao.Y)  
Partner  
M. No. 025266

Date : 25.08.2015  
Place: Hyderabad

## INDEPENDENT AUDITORS' REPORT

To the members of M/s. Roopa Industries Limited

### Report on the financial statements

We have audited the accompanying financial statements of M/s. Roopa Industries Limited ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the statement of profit and loss, the Cash Flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies' Act, 2013 (the Act) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the 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 misstatements, 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 there under.

We conducted our audit in accordance with the standards on auditing specified under Section 143 (10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements.

The procedure selected depend on the auditors' judgement, 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 controls 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls systems over financial reporting and the operating effective ness such controls. 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 aforesaid financial statements give the information required by the Act in the manner so

## **Roopa Industries Limited**

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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, 2015, and its Profit and its cash flows for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2015 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of checks of the books and records of the Company as we considered appropriate and accord to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss, and 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 specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the Basis of written representations received from the Directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as director in terms of section 164(2) of the Act.
  - f. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company does not have any legal pending matters which are to be disclosed in its Financial Statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. The Company does not have any amount required to be transferred to Investor Education and Protection Fund during the year ended 31<sup>st</sup> March 2015.

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

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2015

**Y.PULLARAO**  
PARTNER  
(M.NO.25266)

## ANNEXURE TO AUDIT REPORT

**(Annexure referred to in paragraph 1 of Independent Audit Report of even date on the Financial Statements of Roopa Industries Limited for the year ended 31<sup>st</sup> March, 2015)**

**i) In respect of Company's Fixed Assets:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

**ii) In respect of its inventory:**

- a) The inventories have been physically verified by the management during the year at reasonable intervals and in our opinion, the frequency of verification is reasonable.
  - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 during the year. Therefore the provisions of clause 3 (iii) (a) & (b) of the Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in terms of the provisions of Section 73 and 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records and Audit) Rules, 2011 as amended prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.
- vii) a. According to the information and explanations given to us, the Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

## Roopa Industries Limited

There were no undisputed amounts payable in respect of these Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- b. Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, VAT and Cess which have not been deposited as on 31<sup>st</sup> March, 2015 on account of dispute are given below:

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

- c. In our opinion and according to the information and explanations given to us, the Company does not have any amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Act and Rules thereunder.

- viii) In our opinion and according to the information and explanations given to us, the Company does not have any accumulated losses as at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit. But the Company has incurred cash losses during preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not obtained any loan from financial institutions and debenture holders.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) According to the information and explanations given to us, the Company has not obtained any term loan during the year.
- xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

Y.PULLARAO  
PARTNER  
(M.NO.25266)

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2015

# Roopa Industries Limited

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015

Particulars	Note No.	As at 31.03.2015 (In Rs.)	As at 31.03.2014 (In Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's funds</b>			
(a) Share Capital	1	7,86,55,200	7,86,55,200
(b) Reserves and surplus	2	78,60,530	62,48,236
(c) Money received against warrants		-	-
		8,65,15,730	8,49,03,436
<b>(2) Share application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	3,39,58,680	2,68,70,585
(b) Deferred tax liabilities (Net)	4	72,15,736	70,57,613
(c) Other long term liabilities		-	-
(d) Long-term provisions	5	23,95,105	22,75,901
		4,35,69,521	3,62,04,099
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	6	4,68,58,777	4,80,66,970
(b) Trade payables	7	7,43,46,412	6,41,09,114
(c) Other current liabilities	8	39,00,178	52,71,127
(d) Short-term provisions	9	20,939	55,114
		12,51,26,306	11,75,02,325
<b>TOTAL</b>		<b>25,52,11,557</b>	<b>23,86,09,860</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	7,60,03,538	8,13,08,319
(ii) Intangible assets		-	-
(iii) Capital work-in-progress	10	3,93,552	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	1,95,35,424	2,17,00,543
(e) Other non-current assets		-	-
		9,63,69,416	10,36,85,764
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories	13	8,03,59,852	5,13,12,974
(c) Trade receivables	14	5,59,95,701	6,88,93,513
(d) Cash and Cash Equivalents	15	66,95,733	55,56,855
(e) Short-term loans and advances	16	25,69,087	40,31,755
(f) Other current assets	17	1,32,21,768	51,28,999
		15,88,42,141	13,49,24,096
<b>TOTAL</b>		<b>25,52,11,557</b>	<b>23,86,09,860</b>
Contingent Liabilities and Commitments	18		
Significant Accounting Policies and Notes on Financial Statements	28		

The accompanying notes are an integral part of the financial statements

As per our report of even date annexed

for and on behalf of the Board

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

**(PULLA RAO.Y.)**  
PARTNER  
M.No. 25266

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

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

Place : Hyderabad  
Date : 30-05-2015

Place: Hyderabad  
Date : 30-05-2015



# Roopa Industries Limited

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Particulars	Note No.	Year ended 31.03.2015 (In Rs.)	Year ended 31.03.2014 (In Rs.)
<b>I. Revenue from Operations (Gross)</b>	19	<b>33,50,18,964</b>	<b>30,41,33,928</b>
Less: Excise duty		<b>2,52,42,567</b>	<b>1,85,95,895</b>
Revenue from Operations (Net)		<b>30,97,76,397</b>	<b>28,55,38,033</b>
<b>II. Other income</b>	20	<b>7,19,486</b>	<b>4,90,570</b>
<b>III. Total revenue</b>		<b>31,04,95,883</b>	<b>28,60,28,603</b>
<b>IV. Expenses</b>			
Cost of materials consumed	21	<b>21,60,97,228</b>	<b>20,24,66,090</b>
Purchase of stock-in-trade		-	-
Changes in inventories of Finished goods, Work-in-Progress and Stock-in-trade	22	<b>(1,11,39,530)</b>	<b>(36,42,715)</b>
Employee benefits expense	23	<b>2,03,25,123</b>	<b>2,21,98,097</b>
Finance costs	24	<b>1,34,67,398</b>	<b>1,22,41,915</b>
Depreciation and amortization expense	25	<b>52,81,068</b>	<b>59,01,910</b>
Other expenses	26	<b>6,32,62,988</b>	<b>6,64,11,837</b>
<b>Total Expenses</b>		<b>30,72,94,275</b>	<b>30,55,77,134</b>
<b>V. Profit Before exceptional and extraordinary items and tax (III - IV)</b>		<b>32,01,608</b>	<b>(1,95,48,531)</b>
<b>VI. Exceptional Items</b>		<b>14,31,191</b>	<b>(85,327)</b>
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>17,70,417</b>	<b>(1,94,63,204)</b>
<b>VIII. Extraordinary Items</b>		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>17,70,417</b>	<b>(1,94,63,204)</b>
<b>X. Tax expense:</b>			
(1) Current Tax		-	2,079
(2) Deferred Tax Liability		<b>1,58,123</b>	<b>6,03,207</b>
<b>XI. Profit/(Loss) for the period from continuing operations (IX - X)</b>		<b>16,12,294</b>	<b>(2,00,68,490)</b>
<b>XII. Profit/(Loss) from discontinuing operations</b>		-	-
<b>XIII. Tax expense of discontinuing operations</b>		-	-
<b>XIV. Profit/(Loss) from discontinuing operations (XII - XIII)</b>		-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>		<b>16,12,294</b>	<b>(2,00,68,490)</b>
<b>XVI. Earnings per equity share:</b>	27		
(1) Basic		<b>0.20</b>	<b>(2.55)</b>
(2) Diluted		<b>0.20</b>	<b>(2.55)</b>
(3) Face value per share		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies and Notes on Financial Statements	28		

The accompanying notes are an integral part of the financial statements

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**

Chartered Accountants (Regn.No.000041S)

**(PULLA RAO.Y.)**

PARTNER

M.No. 25266

**(T.G.RAGHAVENDRA)**

CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**

EXECUTIVE DIRECTOR

Place : Hyderabad

Date : 30-05-2015

Place: Hyderabad

Date : 30-05-2015

# Roopa Industries Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

(AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

Particulars	(In Rs.) 2014-15	(In Rs.) 2013-14
<b>A. CASH FLOW FROM OPERATIONS</b>		
Net profit Before Tax and Extra-Ordinary items	17,70,417	(1,94,63,204)
Adjustment for		
Depreciation	52,81,068	59,01,910
Depreciation (Exceptional Item)	14,31,191	-
Interest paid	1,34,67,398	1,22,41,915
Interest received	(6,55,251)	(4,41,909)
Dividend received	-	-
Operating Profit before Working Capital Changes	2,12,94,823	(17,61,288)
Adjustment for		
Trade and Other Receivables	48,05,043	(2,70,718)
Inventories	(2,90,46,878)	(89,702)
Trade Payables and Others	89,51,378	92,17,069
Cash Generated from Operations	60,04,366	70,95,361
Direct Taxes	-	(5,19,493)
NET CASH FLOW FROM /(USED IN) OPERATING ACTIVITIES	60,04,366	65,75,868
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(15,61,030)	(27,87,972)
Margin Money Deposit with Bank	(3,56,905)	(3,06,693)
Sale of Fixed Assets	-	34,673
Interest Received	6,55,251	4,41,909
Dividend Received	-	-
NET CASH FLOW FROM /(USED IN) INVESTING ACTIVITIES	(12,62,684)	(26,18,083)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	58,79,902	1,58,78,161
Proceeds from loans and advances	36,27,787	(77,52,553)
Interest paid	(1,34,67,398)	(1,22,41,915)
NET CASH FLOW FROM /(USED IN) FINANCING ACTIVITIES	(39,59,709)	(41,16,307)
<b>D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)</b>	7,81,973	(1,58,522)
Cash and Cash Equivalents as at the commencement of the year	5,02,709	6,61,231
Cash and Cash Equivalents as at the close of the year	12,84,682	5,02,709

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 31.03.2015.

As per our report of even date annexed

for and on behalf of the Board

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

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

(T.G.RAGHAVENDRA)  
CHAIRMAN & MANAGING DIRECTOR

(V.J.SARMA)  
EXECUTIVE DIRECTOR

Place : Hyderabad  
Date : 30-05-2015

Place: Hyderabad  
Date : 30-05-2015

# Roopa Industries Limited

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.	SHARE CAPITAL	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	<b>Authorised Share Capital</b>		
	90,00,000 (Previous year 90,00,000) Equity Shares of Rs. 10/- each	9,00,00,000	9,00,00,000
	<b>Total</b>	9,00,00,000	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	7,86,55,200	7,86,55,200
	<b>Total</b>	7,86,55,200	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, 2015		Year ended 31 <sup>st</sup> March, 2014	
	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. 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**

S. No.	Name of Shareholder	Year ended 31 <sup>st</sup> March, 2015		Year ended 31 <sup>st</sup> March, 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Star Niochem Private Limited	14,87,682	18.91	14,87,671	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	6,49,075	8.25
		35,15,866	44.70	35,09,201	44.61

2.	RESERVES AND SURPLUS	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	<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 the statement of Profit &amp; Loss Account</b>		
	Opening Balance as per last Balance Sheet	18,42,865	2,19,11,355
	Add: Net - Profit for the year	16,12,294	(2,00,68,490)
	Closing Balance	34,55,159	18,42,865
	<b>Total (a+b+c)</b>	78,60,530	62,48,236

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

3.	LONG TERM BORROWINGS	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	<b>a. Secured</b>		
	Term loans from Banks	-	14,87,509
	Housing Loan from Bank	-	-
	Vehicle Loan from Bank	6,50,063	-
	<b>Total</b>	<b>6,50,063</b>	<b>14,87,509</b>
	<b>b. Unsecured</b>		
	Sales Tad Deferment	1,82,48,069	2,02,04,062
	Inter Corporate Loans	1,00,00,000	-
	From Directors	50,60,548	51,79,014
	<b>Total</b>	<b>3,33,08,617</b>	<b>2,53,83,076</b>
	<b>Total (a + b)</b>	<b>3,39,58,680</b>	<b>2,68,70,585</b>

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

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.

Housing loan and Term loan are repaid during the year. An Unsecured loan of Rs.1 crore is taken during the year, the repayment of which is subordinate to Bank Corporate loan for repayment.

4.	DEFERRED TAX LIABILITIES (NET)	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	<b>a. Deferred Tax Liability</b>		
	Depreciation	88,02,393	86,07,436
		<b>88,02,393</b>	<b>86,07,436</b>
	<b>b. Deferred Tax Assets</b>		
	Preliminary Expenses	41,445	41,445
	Impairment Loss	10,00,424	10,00,424
	Employee Benefits	5,44,788	5,07,954
		<b>15,86,657</b>	<b>15,49,823</b>
	<b>Total (a-b)</b>	<b>72,15,736</b>	<b>70,57,613</b>

5.	LONG TERM PROVISIONS	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	Provision for Gratuity (Refer Note No.28.4)	23,95,105	22,75,901
	<b>Total</b>	<b>23,95,105</b>	<b>22,75,901</b>

6.	SHORT TERM BORROWINGS	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	<b>a. Working Capital Secured</b>		
	From Banks	3,40,87,686	3,33,55,424
	From Others	-	-
	<b>Total (a)</b>	<b>3,40,87,686</b>	<b>3,33,55,424</b>
	<b>b. Liability For Bills Discounted</b>		
	From Banks	1,27,71,091	1,47,11,546
	From Others	-	-
	<b>Total (b)</b>	<b>1,27,71,091</b>	<b>1,47,11,546</b>
	<b>Total (a+b)</b>	<b>4,68,58,777</b>	<b>4,80,66,970</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 Managing Director in his individual capacity.

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

7.	TRADE PAYABLES	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	a. Dues to Micro, Small and Medium Enterprises (see note below)	-	-
	b. Others	7,43,46,412	6,41,09,114
	<b>Total (a+b)</b>	<b>7,43,46,412</b>	<b>6,41,09,114</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.)	
	2015	2014
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.)	
		2015	2014
	a. Current maturities of term liabilities		
	i. Secured		
	Term loan from banks	-	19,14,445
	Housing loan from bank	-	2,55,201
	Vehicle loan from bank	8,82,317	11,74,814
	ii. Unsecured		
	Sales Tax Deferment	19,55,993	6,16,930
	<b>Total (a)</b>	<b>28,38,310</b>	<b>39,61,390</b>
	b. Others Payables	10,61,868	13,09,737
	<b>Total (a+b)</b>	<b>39,00,178</b>	<b>52,71,127</b>

9.	SHORT TERM PROVISIONS	As at 31 <sup>st</sup> March (Rs.)	
		2015	2014
	a. Provision for employee benefits	20,939	55,114
	b. Provision for Income Tax	-	-
	<b>Total (a+b)</b>	<b>20,939</b>	<b>55,114</b>

NOTES FORMING PART OF FINANCIAL STATEMENTS

10. FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION				NETBLOCK			
		As at 1/04/2014 Rs.	Additions Rs.	Deletions / Adjustments Rs.	As at 31/03/2015 Rs.	As at 1/04/2014 Rs.	During the Year Rs.	Depreciation for assets whose useful life is expired	Deletions/ Adjust-ments Rs.	Up to 31/03/2015 Rs.	As at 31/03/2015 Rs.	As at 31/03/2014 Rs.
A	Tangible Assets											
1	Land	6,87,300	-	-	6,87,300	-	-	-	-	-	6,87,300	6,87,300
2	Buildings	3,38,86,036	-	28,48,511	3,10,37,525	1,05,58,884	9,56,891	11,85,799	28,48,511	96,53,063	2,11,84,462	2,33,27,152
3	Plant & Machinery	8,65,17,328	13,76,333	16,22,892	8,62,70,769	3,27,53,889	35,10,394	1,59,846	16,22,892	3,48,01,238	5,14,69,530	53,7,63,439
4	Furniture & Fixtures	3,98,127	-	-	3,98,127	68,425	42,874	-	-	1,11,299	2,86,828	3,29,702
5	Vehicles	40,10,656	-	-	40,10,656	18,11,112	3,99,802	-	-	22,10,914	17,99,742	21,99,544
6	Office Equipment	17,81,211	31,145	3,18,537	14,93,819	7,80,029	3,71,106	85,545	3,18,537	9,18,143	5,75,677	10,01,182
	Total A	12,72,80,658	14,07,478	47,89,940	12,38,98,196	4,59,72,339	52,81,067	14,31,191	47,89,940	4,78,94,658	7,60,03,538	8,13,08,319
B	Capital Work In Progress											
1	Plant & Machinery Under Erection	2,40,000	1,53,552	-	3,93,552	-	-	-	-	-	3,93,552	2,40,000
	Total B	2,40,000	1,53,552	-	3,93,552	-	-	-	-	-	3,93,552	2,40,000
	Grand Total	12,75,20,658	15,61,030	47,89,940	12,42,91,748	4,59,72,339	52,81,067	14,31,191	47,89,940	4,78,94,658	7,63,97,090	8,15,48,319
	Previous Year	12,51,18,262	1,88,64,062	1,64,61,666	12,75,20,658	4,04,21,332	59,01,910	-	3,50,903	4,59,72,339	8,15,48,319	

Note 1.

Pursuant to Section 123 read with Schedule II of the Companies Act, 2013 (the "Act") the Company has assigned useful life to the Fixed Assets from the date of purchase of relevant Fixed Assets. This has resulted in change in accounting policy as per the law. Accordingly, depreciation based on useful life is provided for the year ended 31-03-2015 which is lower by Rs.2,06,368/-, Had there been no change in the accounting policy for depreciation, the profit would have been increased by Rs. 2,06,368/-.

Note 2.

Depreciation for the year calculated on Fixed assets as per Schedule II giving effect to the useful life from the date of purchase and Fixed assets having carrying value of Rs.14,31,191/- with useful life Nil as on 01-04-2014 is amortized by charging to Statement of Profit and Loss as exceptional item.

As per changed policy	52,81,067
As per amortization	14,31,191
	67,12,258
As per Old Policy	65,05,890
	2,06,368

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

11.	<b>NON CURRENT INVESTMENTS</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	<b>Investments in Govt. Securities : (Un-quoted)</b> National Saving Certificate (Deposited with Sales Tax Department)	<b>2,000</b>	2,000
	<b>Investments in Equity Shares : Fully paid :</b>		
	<b>Quoted &amp; Trade</b>		
	Sree Rayalaseema Alkalies & Allied Chemicals Ltd 220 (Previous year : 220) Equity Shares of Rs.10 each	<b>2,048</b>	2,048
	Sree Rayalaseema Hi-Strenth Hypo Ltd 11812 (Previous Year : 11812) Equity Shares of Rs.10 each	<b>2,14,204</b>	2,14,204
	<b>Quoted &amp; Non - Trade</b> Hindustan Construction Company Ltd 2000 (Previous Year : 2000) Equity Shares of Re.1 each	<b>1,28,000</b>	1,28,000
	<b>Unquoted &amp; Trade</b> Patancheru Enviro-tech Ltd 9065 (Previous year : 9065) Equity Shares of Rs.10/- each.	<b>90,650</b>	90,650
	<b>Total</b>	<b>4,36,902</b>	4,36,902
	Aggregate Book Value of Unquoted Investment	<b>92,650</b>	92,650
	Aggregate Book Value of Quoted Investment	<b>3,44,252</b>	3,44,252
	Aggregate Market Value of Quoted Investment	<b>5,93,419</b>	2,92,214
12.	<b>LONG TERM LOANS AND ADVANCES</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Capital advances and Claims receivable		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	<b>1,68,67,113</b>	1,90,32,232
	b. Sundry deposits		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	<b>26,68,311</b>	26,68,311
	<b>Total (a+b)</b>	<b>1,95,35,424</b>	2,17,00,543
13.	<b>INVENTORIES</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	(As taken, valued and Certified by the Management)		
	a. Raw Materials and other Inputs	<b>2,53,38,933</b>	74,42,061
	b. Stores and Spare Parts	<b>8,83,883</b>	8,73,407
	c. Work-in-Progress	<b>5,29,63,290</b>	4,22,65,975
	d. Finished Goods	<b>11,73,746</b>	7,31,531
	<b>Total (a+b+c+d)</b>	<b>8,03,59,852</b>	5,13,12,974
13.1	<b>Details of Work-in-Progress</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	Bulkdrugs and other intermediates	<b>5,29,63,290</b>	4,22,65,975
	<b>Total</b>	<b>5,29,63,290</b>	4,22,65,975
13.2	<b>Details of Finished Goods</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	Bulkdrugs and other intermediates	<b>11,73,746</b>	7,31,531
	<b>Total</b>	<b>11,73,746</b>	7,31,531

Note : 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.

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

14.	<b>TRADE RECEIVABLES</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	4,58,406	36,86,309
	iii. Unsecured considered doubtful	-	-
	<b>Total (a)</b>	<b>4,58,406</b>	<b>36,86,309</b>
	b. Others		
	i. Secured, considered good	-	-
	ii. Unsecured, considered good	5,55,37,295	6,52,07,204
	iii. Unsecured considered doubtful	-	-
	<b>Total (b)</b>	<b>5,55,37,295</b>	<b>6,52,07,204</b>
	<b>Total (a + b)</b>	<b>5,59,95,701</b>	<b>6,88,93,513</b>
15.	<b>CASH AND CASH EQUIVALENTS</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Cash and Cash Equivalents		
	I. Cash on hand	9,94,926	2,82,352
	II. Balances with banks		
	i. In Current Accounts	2,89,756	2,20,357
	<b>Total (a)</b>	<b>12,84,682</b>	<b>5,02,709</b>
	b. Other Bank balances		
	*Margin Money Deposits (given against LC's, FLC's, BG's)	54,11,051	50,54,146
	(Term Deposit Accounts having more than three months and less than six months maturity period at the year end)		
	<b>Total (a+b)</b>	<b>66,95,733</b>	<b>55,56,855</b>
* In cash flow statement, other bank balances are shown under investing activities.			
16.	<b>SHORT TERM LOANS AND ADVANCES</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Deposit with Government and others	53,553	1,01,219
	b. Advance to creditors	23,82,161	37,48,499
	c. Advance to employees	1,33,373	1,82,037
	<b>Total (a+b+c)</b>	<b>25,69,087</b>	<b>40,31,755</b>
17.	<b>OTHER CURRENT ASSETS</b>	<b>As at 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Prepaid expenses	78,245	1,49,216
	b. Service Tax Credit	30,806	85,814
	c. Central Excise	1,27,36,404	46,56,746
	d. Income Tax Refund receivable	3,12,396	1,44,408
	e. Interest accrued on deposits	63,917	92,815
	<b>Total (a+b+c+d+e)</b>	<b>1,32,21,768</b>	<b>51,28,999</b>
18.	<b>Contingent liabilities and commitments:</b>		
	a. Contingent liabilities		
	(i). Incometax case pending in Andhra Pradesh High Court: Rs.13.08 Lakhs		
	b. Commitments		
	(i) Unexpired Bank Guarantee: NIL (previous year Rs.10 Lakhs)		
19.	<b>REVENUE FROM OPERATIONS</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	<b>a. Sales</b>		
	Sale of products	33,00,40,743	30,35,42,015
	Sale of Scrap	43,821	5,91,913
		<b>33,00,84,564</b>	<b>30,41,33,928</b>
	Less: Excise Duty	2,52,42,567	1,85,95,895
	<b>Total</b>	<b>30,48,41,997</b>	<b>28,55,38,033</b>
	b. Processing charges earned	49,34,400	-
	<b>Total (a+b)</b>	<b>30,97,76,397</b>	<b>28,55,38,033</b>



# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

20.	<b>OTHER INCOME</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Interest - (Gross)	6,55,251	4,41,909
	b. Miscellaneous Income	64,235	48,661
	<b>Total (a+b)</b>	<b>7,19,486</b>	<b>4,90,570</b>
21.	<b>COST OF MATERIALS CONSUMED (INCLUDING PACKING MATERIALS)</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	Stock at the beginning of the year	74,42,061	1,03,25,920
	Add : Purchases	23,39,94,100	19,95,82,231
		24,14,36,161	20,99,08,151
	Less : Stock at the end of the year	2,53,38,933	74,42,061
	<b>Total</b>	<b>21,60,97,228</b>	<b>20,24,66,090</b>
21.1	<b>Details of cost of materials consumed</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Sodium Metal	5,56,05,127	4,73,05,205
	b. Phosphorous Trichloride	3,01,13,963	2,69,04,977
	c. Monochloro Benzene	6,08,29,247	6,43,21,565
	e. Cheitin	75,64,886	2,61,90,389
	h. Others	6,19,84,005	3,77,43,954
	<b>Total</b>	<b>21,60,97,228</b>	<b>20,24,66,090</b>
22.	<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Inventory at the end of the year		
	i. Work-in-progress	5,29,63,290	4,22,65,975
	ii. Finished goods	11,73,746	7,31,531
	<b>Total (a)</b>	<b>5,41,37,036</b>	<b>4,29,97,506</b>
	b. Inventory at the beginning of the year		
	i. Work-in-progress	4,22,65,975	3,25,94,960
	ii. Finished goods	7,31,531	67,59,831
	<b>Total (b)</b>	<b>4,29,97,506</b>	<b>3,93,54,791</b>
	<b>(Increase)/Decrease (b-a)</b>	<b>(1,11,39,530)</b>	<b>(36,42,715)</b>
23.	<b>EMPLOYEE BENEFITS EXPENSES</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Salaries, Wages and Bonus	1,86,39,201	1,99,47,940
	b. Employer's contribution and provision for		
	i. Provident fund	7,26,209	8,25,176
	ii. Employees State Insurance	2,75,284	4,63,029
	iii. Gratuity	1,19,204	1,07,966
	c. Staff welfare expenses	5,65,225	8,53,986
	<b>Total (a+b+c)</b>	<b>2,03,25,123</b>	<b>2,21,98,097</b>
24.	<b>FINANCE COSTS</b>	<b>Year Ended 31<sup>st</sup> March (Rs.)</b>	
		<b>2015</b>	<b>2014</b>
	a. Interest paid to Banks	49,70,924	47,53,160
	b. Interest paid to others	13,99,228	4,09,549
	c. Bank Charges	1,96,162	2,21,117
	d. Bank processing charges	4,75,280	2,83,022
	e. Other Finance Charges	66,04,556	41,07,729
	f. Foreign Exchange Fluctuations (Net)	(1,78,752)	24,67,338
	<b>Total (a+b+c+d+e+f)</b>	<b>1,34,67,398</b>	<b>1,22,41,915</b>

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

25.	DEPRECIATION AND AMORTIZATION EXPENSES	Year Ended 31 <sup>st</sup> March (Rs.)	
		2015	2014
	a. Tangible assets (depreciation as per Note.10)	52,81,068	59,01,910
	b. Amortization of Fixes Assets whose usefull life is expired	14,31,191	-
	<b>Total</b>	<b>67,12,259</b>	<b>59,01,910</b>

26.	OTHER EXPENSES	Year Ended 31 <sup>st</sup> March (Rs.)	
		2015	2014
	Consumption of stores and spare parts	43,92,545	63,99,846
	Power and fuel	2,59,34,597	3,55,46,154
	Repairs to Buildings	5,92,673	12,61,661
	Repairs to Machinery	20,74,771	24,95,987
	Repairs others	2,86,946	1,73,175
	Processing Charges	1,23,43,605	-
	Other Factory expenses	42,64,349	50,29,077
	Excise duty (see note below)	52,307	(6,57,944)
	Rent	2,40,000	2,40,000
	Repairs to Vehicles	4,39,140	3,90,443
	Insurance	9,17,058	7,22,115
	Rates and taxes, excluding, taxes on income	1,58,330	1,17,956
	Audit Fees (see note below)	50,000	50,000
	Communication expenses	2,78,972	2,10,689
	Postage, Printing & Stationery	3,22,769	3,89,378
	Legal & professional charges	12,19,888	18,14,783
	Travelling & conveyance expenses	10,53,003	9,34,177
	Office Maintenance	4,19,832	3,89,129
	Managerial Remuneration	27,00,000	27,00,000
	After sales service expenses	45,74,967	71,26,593
	Commission & discount	3,96,262	4,78,281
	Miscellaneous Expenses	5,50,974	6,00,337
	<b>Total</b>	<b>6,32,62,988</b>	<b>6,64,11,837</b>

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

26.1	Details of payments to auditors	Year Ended 31 <sup>st</sup> March (Rs.)	
		2015	2014
	a. As Auditor		
	i. Audit fee	40,000	40,000
	ii. Tax audit fee	10,000	10,000
	<b>Total</b>	<b>50,000</b>	<b>50,000</b>

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

Particulars	Year Ended 31 <sup>st</sup> March	
	2015	2014
a. Earnings per share (EPS) (Rs.)		
Basic	0.20	(2.55)
Diluted	0.20	(2.55)
b. Net profit/(Loss) after tax considered for the calculations of EPS (Rs.)	16,12,294	(2,00,68,490)
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 on 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 except for change in the accounting policy for depreciation.

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.

#### 28.3 Significant Accounting Policies

##### a. Fixed Assets:

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

##### b. Depreciation :

With effect from 01-04-2014 there has been a change in Policy for determination of depreciation amount as per provisions prescribed in Schedule II to the Companies Act, 2013 read with Section 123 of the "Act"

Depreciation is calculated based on useful life of asset retrospectively from the date of acquisition of the relevant Fixed Assets. The depreciation for assets having residual life and carrying Book value as on 01-04-2014 are being amortized over remaining residual life. The depreciation for assets whose useful life expired but has carrying bookvalue are amortized as on 01-04-2014 by charging to the Statement of Profit and Loss as an exceptional item. From 01-04-2014 the existing assets with carrying Bookvalue and additions made thereafter shall be provided in accordance with useful life as prescribed in Schedule II of Companies Act, 2013.

##### c. Inventories:

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

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

##### d. Revenue Recognition:

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

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

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

##### e. Sales:

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

##### f. Cenvat:

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

##### g. Excise duty:

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

##### h. Investments:

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

##### i. Foreign Currency Transactions :

i. Initial Recognition: Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

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

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

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

The Company provide Gratuity as defined benefit retirement plan and there are no other Post- Retirement benefits. The defined benefit Gratuity obligation on annual basis is determined by the actuarial valuation at the end of the year using project unit credit method and the liability is provided for. Necessary disclosures as required under AS-15 are submitted in Notes forming part of financial statements.
- k. Impairment of Assets:**
- The Company has taken into consideration the provisions of Accounting Standard-28-Impairment of Assets. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication is there, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs, if recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount.
- l. Borrowing costs:**
- Borrowing costs are charged to the Statement of Profit and Loss except in cases where the borrowings are directly attributable to the acquisition, construction or production of qualifying asset.
- m. Accounting for taxes on Income:**
- Tax expense comprise of Current and Deferred Tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. Deferred tax is accounted for in accordance with Accounting Standard 22 -Accounting for taxes on Income. Accordingly, timing difference resulting in deferred tax liabilities are recognized.
- n. Cash and Cash Equivalents**
- Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments 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 <sup>st</sup> March (Rs.)	
	2015	2014
<b>a. Charges and reconciliation of obligation for the year ended</b>		
Present Value and Defined benefit obligation at beginning of year.	22,75,901	21,67,935
Current Service cost	74,248	1,48,389
Interest Cost	1,21,189	1,01,146
Past Service cost	-	-
Net Actuarial (gain) / loss on obligation	(76,233)	(1,41,569)
Present Value and Defined benefit obligation at the end of the year.	23,95,105	22,75,901
<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	23,95,105	22,75,901
Fair Value of Plan Assets	-	-
Net Liability	23,95,105	22,75,901
<b>d. Expenses recognized in the Statement of Profit and Loss for the year ended</b>		
Current Service Cost	74,248	1,48,389
Interest as defined benefit obligations	1,21,189	1,01,146
Expected Return on Plan Assets	-	-
Post Service Cost-Recognized	-	-
Net Actuarial (Gain) / Loss recognized for the period	(76,233)	(1,41,569)
<b>Total</b>	<b>1,19,204</b>	<b>1,07,966</b>
<b>e. Principal actuarial assumptions</b>		
<b>Demographic Assumptions:</b>		
(i). Retirement age of employees of the Company are assumed at 58 years		
(ii). Mortality Rates as per published rates under the Indian Assured Lives Mortality (2006-08) Mortality table (ultimate)		
(iii). Leaving Service: Rate of leaving service at specimen ages are as shown below:		
	Age (Years)	Rates p.a.
	21-44	2%
	45-57	1%
<b>Financial Assumptions:</b>	<b>2015</b>	<b>2014</b>
(i).Discount Rate(p.a.)	7.95%	9.15%
(ii).Expected Rate of Return(p.a.)	Nil	Nil
(iii).Salary Escalation Rate(p.a.)	5%	5%

**28.5 Segment Information:** The Company operates in one primary Business Segment as per AS-17. Segment information for the year ended 31st March, 2015 about Secondary Business Segments Revenue by Geographical Market:

Particulars	2014-15	2013-14
	(Rs. In Lakhs)	(Rs. In Lakhs)
1. Segment Revenue		
In India	2,859.70	2,168.84
Outside India	440.70	866.58
<b>Total</b>	<b>3,300.40</b>	<b>3,035.42</b>

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

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	Amount (Rs)
i. T.G.Raghavendra	Remuneration	15,00,000
ii. V.J.Sarma	Remuneration	12,00,000
iii. Unsecured loan from T.G.Raghavendra	Unsecured Loan	80,25,534

#### c) Outstanding Payables

Key Management Personnel	Year ended 31 <sup>st</sup> March (Rs.)	
	2015	2014
i. Remuneration to wholtime directors	2,14,400	2,14,298
ii. Unsecured Loan from Director	50,60,548	51,79,014

29.

### Additional information in pursuant to by way of notes to the Schedule III to the Companies Act, 2013

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

Particulars	Year ended 31 <sup>st</sup> March	
	2015 (Rs. In Lakhs)	2014 (Rs. In Lakhs)
a. C.I.F. value of imports		
- Raw materials	300.42	408.65
b. Expenditure in foreign currencies	-	-

#### b. Earnings in foreign exchange

Particulars	Year ended 31 <sup>st</sup> March	
	2015 Rs. In Lakhs	2014 Rs. In Lakhs
FOB value of exports	440.7	866.58

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

Particulars	Year ended 31 <sup>st</sup> March'2015		Year ended 31 <sup>st</sup> March'2014	
	Rs.	%	Rs.	%
i. Imported	3,00,42,457	13.90	4,08,65,016	20.18
ii. Indigenous	18,60,54,771	86.10	16,16,01,074	79.82
Total (i+ii)	21,60,97,228	100.00	20,24,66,090	100.00

#### d. Imported and indigenous stores & spares consumption:

Particulars	Year ended 31 <sup>st</sup> March'2015		Year ended 31 <sup>st</sup> March'2014	
	Rs.	%	Rs.	%
i. Imported	-	-	-	-
ii. Indigenous	43,92,545	100.00	63,99,846	100.00
Total (i+ii)	43,92,545	100.00	63,99,846	100.00

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

# Roopa Industries Limited

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## NOTES FORMING PART OF FINANCIAL STATEMENTS

31. The Government has acquired land under Land Acquisition Act, and paid a compensation of Rs.5,84,574/-. The Company has accepted the compensation under protest as the negotiation was finalised by Price Negotiation Committee under the Chairmanship of Joint Collector, Anantapur for purchase of same land for Rs.30,02,000/- was unfair and inadequate. Hence the Company has filed a suit in against Government for payment of higher compensation. Pending disposal of the case, the Company accounted compensation as claimed by the Company in the suit and additional compensation of Rs.4,21,176/- is included as claims receivable under Long Term Loans and Advances.
  32. Confirmation of balances of certain parties for amounts due to them / due from them as per the accounts of the company have not been received. However the value in the books of accounts are final. Since it is indicated that our balances as per Company are deemed to be correct, if confirmation or discrepancy is not received before certain prescribed period.
  33. Previous year figures have been re-classified, re-grouped and re-arranged to make them comparable with the current year's disclosures.
  34. Figures shown in the accounts have been rounded off to the nearest rupee.
- 

As per our report of even date annexed

for and on behalf of the Board

for **T.ADINARAYANA & Co.,**

Chartered Accountants(Regn.No.000041S)

**(PULLA RAO.Y.)**

PARTNER

M.No. 25266

Place : Hyderabad

Date : 30-05-2015

**(T.G.RAGHAVENDRA)**

CHAIRMAN & MANAGING DIRECTOR

**(V.J.SARMA)**

EXECUTIVE DIRECTOR

Place: Hyderabad

Date : 30-05-2015

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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 30<sup>th</sup> Annual General Meeting of the shareholders of Roopa Industries Limited on Wednesday, the 30<sup>th</sup> Day of September, 2015 at 10.A.M at the venue 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh.

Regd.Folio.No	
No of Shares	

Name & Address of Member

--

Signature of Shareholder/Proxy/Representative  
(Please Specify)

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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	
Name of the Company	
Registered Office	
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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 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. Receive, consider and adopt the Audited Balance Sheet of the Company as at 31 <sup>st</sup> March, 2015 and the Statement of Profit and Loss for the period ended 31 <sup>st</sup> March, 2015 and the Report of Directors and the Auditors thereon.		
2. Re-appointment of Sri.V.J.Sarma, who retires by rotation		
3. Re-appointment of M.T.Sreenivasa Rao, who retires by rotation		
4. Re-appointment of Auditors and fixing their remuneration		
<b>Special Business:</b>		
5. Re-appointment of Chairman & Managing Director, Shri.T.G.Raghavendra		
6. Re-appointment of Whole-Time Director, Shri.V.J.Sarma		

Signed this.....day of.....2015.

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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*If undelivered please return to*

**ROOPA INDUSTRIES LIMITED**

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